

Exhibit A

Francie and Matt Austin's emails and texts to Day School leadership and administration from 12/21 to 2/22

[All names of children and non-essential persons have been redacted]



Charleston Day School

February 6, 2022

Dear 2021-2022 Charleston Day School Board of Trustees,

Please find enclosed the following **CONFIDENTIAL** information for the special purpose CDS Board of Trustees meeting **on Friday, February 11th at 8:00-10:00am IN-PERSON at Rosen Hagood Law Firm (151 Meeting Street, Suite 400)** regarding Re-enrollment Contracts for 2022-2023 and Trustee Update.

1. Texts, emails, letters

This packet of information should NOT be shared or viewed by anyone other than the intended recipient, the Trustee.

As you review the enclosed information and prepare for the special purpose Board meeting on Friday, February 11th, please remember to wear the Trustee hat. The primary role of a Trustee is to remain focused on what is in the best interest of the school.

Sincerely,

A handwritten signature in blue ink that reads "Emmie G. Hershey". The signature is written in a cursive style with a small "J" at the end.

Emmie G. Hershey

Chair, CDS Board of Trustees
2021-2022

People are concerned you have pushed re-enrollment back for personal reasons. I hope that's not the case.

Feb 4, 2022 at 3:58 PM

Your refusal to speak with me is unbelievable. You're shirking your responsibility. I still have not heard directly from you why you think it is necessary to kick my kids out of school. We are adults.

Feb 5, 2022 at 11:08 AM

If y'all are still planning to move to not re-new my kids' contracts, please add in your notice email to the board that I will also be moving to have you removed as Chair and returned to general board status. Thanks.

It has become increasingly evident to me that this is retaliation for my asking about the PPP loans and for the meeting minutes going back to the beginning of the pandemic. As I told Jamie, this is a salvageable situation. Happy to discuss over the phone or in person like adults.

Feb 6, 2022 at 3:05 PM

Found out who you've disclosed all of this to off of the board. Buckle up

iMessage
Today 8:30 AM

Matt Austin

There are over 40 students planning to leave CDS to start a new program with First Scots over this. I only found out last night. Fra wasn't involved. People hate the way the school is being run and they blame you two. I tried to warn you.

Feb 6th

I believe dumpster fire was the term I used in October

Feb 6th

Teachers are leaving too. You both should resign.

Feb 6th

Today 10:32 AM

Matt Austin

I know you've got issues with the PPP loans. I offered to conduct an audit myself for free to make sure the school was fully compliant with the various requirements set forth in the loan application docs. I prosecuted PPP fraud for crying out loud. I tried to help. Guessing Judith signed loan docs. This is clear retaliation. Lots of families have been loud in voicing their frustrations long before I even joined the board or Fra sent one email. Doubt their kids are getting kicked out. We are being singled out. Y'all are going to have some explaining to do. I'd hire a criminal attorney if I were you.

Feb 6th

texts: From Matt Austin
to: Emmie Harshey
Judith Arnstein

I'm really frustrated by the lack of response. I've been trying to help and am still doing so.

People are concerned you have pushed re-enrollment back for personal reasons. I hope that's not the case.

Yesterday 3:58 PM

Feb 2nd
Emmie
answred
Feb. 3rd

Your refusal to speak with me is unbelievable. You're shirking your responsibility. I still have not heard directly from you why you think it is necessary to kick my kids out of school. We are adults.

Feb. 4th

If y'all are still planning to not re-new my kids' contracts, please add in your notice email to the board that I will also be moving to have you removed as Chair and returned to general board status. Thanks.

Feb 5th

It has become increasingly evident to me that this is retaliation for my asking about the PPP loans and for the meeting minutes going back to the beginning of the pandemic. As I told Jamie, this is a salvageable situation. Happy to discuss over the phone or in person like adults.

Feb. 5th

text: From: Matt Austin
to: Emmie Hersh

Today 7:36 AM

Emmie - text below from Matt. He sent this to Jamie last night.

FYI. I'm planning to move tomorrow to have a special meeting to have a vote to remove Emmie as the Chair of the CDS Board. Feel free to pass on and am happy to discuss. Totally get it. Please do disengage. I promised not to bug you and apologize for not making good on that. Just wanted to let you know as soon as possible in case it helps.

Feb 3rd
text:
From: Matt Austin
to: Jamie Hood

From: Francie Austin francieaustin@gmail.com 
Subject: Re: CDS Response
Date: January 26, 2022 at 12:39 PM
To: Emmie Hershey eghershey@att.net
Cc: Cherie Blackburn cblackburn@nexsenpruet.com, Judith Arnstein judith.arnstein@charlestonday.org, Ross Hostetter ross.hostetter@duffandphelps.com



Dear Cherie,

I appreciate you taking the time to speak with me yesterday, and I appreciate Emmie's suggestion that I reach out to you directly with additional questions. I just want to reiterate, these are procedural questions only. My intent originally was to figure out who was making the decisions related to the masking policy and speak with that person(s) directly. After a few months into the quest, I am only left with more questions.

I tried to be as simple as possible. I broke the response down by paragraphs in hopes that answering them will be easier.

I have 8 very simple questions and a couple ones where I am not even sure what I am asking (obviously, just stick to the simple ones)

Thank you again for helping all of us at CDS get back on track and refocusing on educating our children.

Francie

ps. sorry for my responses/questions being handwritten. it's easier for me to think that way.

On Tue, Jan 25, 2022 at 11:14 AM Francie Austin <francieaustin@gmail.com> wrote:

Hi Cherie-

I hope all is well with you and your family. Matt tells me that [REDACTED] is really enjoying the solicitors office. That's a great place to start a legal career as I am sure you know! Matt has wild stories and got thrown in the courtroom more often than he liked!

CDS is taking a step in the right direction by hiring you. I was relieved when I found out you would be guiding the ship! If you'd like to discuss these school/board issues with me, feel free to give me a call.

My main issue is that no procedure is actually being followed and these matters are contentious as you know. I am also hearing that contracts have been signed without the full boards approval, PPP money has been kept despite CDS not having payroll issues (this is, as you know, found by a simple Google search), state money continues to come in (this is public info although I haven't seen if it's true or not) - and this is not coming from Matt - but if these actions are taking place without the full board of trustee having a motion, discussion, vote etc, I feel confident that you can get the board back on track in no time.

People don't feel heard and just continue to attempt to figure out what actually going on within the schools leadership. I am coming from a place of love and all I want is to see the school function as it did in the past.

Trust too that I have never been nor do I want to be a super involved parents. I am happily on the low end of volunteers and probably parental involvement in general. My goal is to get right back to that less than average place.

Again, please feel free to call anytime - my cell is [REDACTED]

Thanks for all you're doing for CDS.

Take care-
Francie

On Mon, Jan 24, 2022 at 12:56 PM Francie Austin <francieaustin@gmail.com> wrote:

Quick question - has the board seen your response letter?

I assume that since the school lawyer is involved, the answer would be yes given that she represents the school and not anyone in their individual capacity.

A simple "yes they have seen the response" or "no they have not seen the response" is all I'm asking.

On Fri, Jan 21, 2022 at 4:05 PM Emmie Hershey <eghershey@att.net> wrote:

Francie,

Per your recent email communications to Judith Arnstein, Ross Hostetter, and myself, please find attached a response.

Sincerely,
Emmie G. Hershey

Chair, CDS Board of Trustees
2021-2022

Emmie Gaillard Hershey
77 Montagu Street
Charleston, SC 29401
843-834-8327

Confidentiality Notice

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 3088_001.pdf

January 21, 2022

Dear Ms. Austin:

In recent e-mail communications with Judith Arnstein, Ross Hostetter and myself, you have stated that Charleston Day School cannot enforce the current requirement, effective January 12, 2022, that students once again wear masks indoors. You have questioned the authority of the School to require masks and maintained that the prior "mask optional" policy remains in place.

① Note that here the "mask optional" policy was a "prior" policy.

② "Authority of the School" - No, I am not questioning the school's authority. I am asking who on behalf of the school made the decision to require masks in Jan. 22?

The board has not voted on changes to the "mask optional" policy yet that policy is now the "prior policy" - Who acted on behalf of the corporation to implement such change?

I am writing on behalf of the Board of Trustees to respond to your questions regarding the implementation of the mask requirement. The School currently requires all students and faculty to wear masks indoors. This decision was based upon the increases in transmission rates in the School and local communities that have occurred during the last several weeks. We expect all students and faculty to abide by this requirement when indoors on school property. The School will consider an appropriate accommodation should a child, teacher or member of our staff have a medical condition or disability that prevents the individual from wearing a mask.

① "The School", "This decision", "we"

- clarifies only what you claim the policy to be
- I am asking if the Board of Trustees, an employee or the Chairperson made these decisions.
- "The School" is a 501(c)(3) and is only able to take legal actions through its agents - people make decisions, not things.

Simple Question \Rightarrow Who made "this decision"
#2 as referenced above
Note: answer must be person or group of people.

By way of background, at the beginning of this school year, (4) the Board recognized Charleston Day School's commitment to delivering robust, in-person academic and co-curricular programs while providing the safest environment possible for our return to campus for the 2021-22 school year. The Board acknowledged that COVID related adjustments to the School's programs and operations would need to be made during the school year and identified various guidelines and conditions that would be reviewed and considered in making such decisions, including CDC and DHEC guidelines and local conditions in the Charleston area and in our School community. Consistent with the guidelines and the local conditions in the Charleston Area and in our School community, the decision was made to start the school year requiring all students, faculty and visitors to wear masks indoors while on campus.

① "The Board recognized" or "acknowledged" is not a legal action on behalf of the corporation unless this was done at a meeting, with a motion, discussion (if warranted) and vote.

② "The decision was made to start the school year..." Again, people make decisions - Who made this particular decision on behalf of the school?

imple
question
#3

On December 7, 2021, the Board approved a revision to the School's mask policy, with certain conditions necessary to keep children and faculty safe in school and recognizing that there would continue to be situations where masks will still be required, such as large gatherings, including assemblies, situations where cohorts "grade levels" mix, close contact/quarantine protocols, and other situations where the risk of transmission is elevated. This decision was based on certain factors, including the decrease in transmission rates in the local and school communities at the time as well as the CDC and FDA EUA approval of the Pfizer pediatric vaccine for ages 5-11, making the vaccine available for the entire CDS community, and therefore providing all families a choice regarding vaccination. The Board recognized that in the event there were changes in the local community transmission or school community COVID numbers, COVID-19 protocols, including masking of our campus community, could be modified. The Board recognized the authority of Judith Arnstein, as Head of School, to implement the policy effectively to uphold the mission of the School. Masks became optional while indoors but still required under certain conditions on December 13, 2021, following my letter to parents, teachers and staff.

① "The Board Approved" - first legal action of which I am aware where the Board took action on behalf of the corporation regarding the COVID policy.

② Because the Board voted on the mask implementation, it is here we learn (as parents) that the Board has the authority to decide if masks should be required.

③ Did the motion to Approve include all the details and requirements later sent out in the Dec. 8th letter or did another person or persons make those decisions on behalf of the school?

imple
question
#4

Changes in the local community transmission and school community numbers did occur between December and early January. On January 2, 2022, prior to students returning to school following the December

break I sent an e-mail to parents and faculty noting the sharply rising COVID-19 case rate in Charleston and strongly encouraging all students and faculty to wear masks while indoors when returning from break and for an interim period until Charleston community case rates subsided and we could maintain a low incidence rate within our classes and across the campus which was in keeping with the Board of Trustees' December 7 decision I explained in the letter that we would continue to regularly monitor the conditions in the Charleston community, as well as within the school, and adjust our protocols, which may include incremental masking requirements within a class or across the campus, should those conditions warrant a change.

- ① Board Chair person has zero authority to act alone on behalf of a corporation changing board policy from "optional" to "strongly encouraged"
- ② Reasons for such unauthorized decisions are irrelevant.

simple question
#5

→ ③ "Protocols, which may include" At this point, do we have a clear policy and what are "those conditions" that may warrant a change?

simple question
#6

The conditions following the students return to school in January did warrant a change. I sent an e-mail to parents and faculty on January 11, 2022, explaining that "Community case rates remained in the severe range and we now had positive COVID cases in every grade except Kindergarten. As such, and in keeping with the Board's direction, effective Wednesday, January 12, the entire school will return to the same COVID masking protocols we announced when we opened the school this fall, which includes universal masking indoors."

- ① What conditions did the Board vote upon to warrant a change? Are these conditions reflected in the minutes?
- ② If chair person unilaterally decided the change was warranted, no such legal authority could be delegated. The delegation would be to the head of school.

③ "I sent an email" - Does this mean the chairperson made the decision to require masks? Did the Board delegate her such authority?

④ "Keeping up with the Board's direction" - Judith serves at the board's direction, not chairperson. And how is a requirement keeping up with the "optional" direction?

Exec. Comm. has zero 4
original authority.

From one policy to another

The decision to implement the policy from mask optional to once again requiring masks indoors as the result of changes in the local community transmission or school community COVID numbers was authorized by the Board in December and discussed with the Executive Committee at its January meeting and the Board of Trustees at the Board meeting in January. The Board's decision in December expressly allowed for the modification of the COVID-19 protocols, including masking of our campus community in the event the local community transmission and/or school community numbers changed, an event which subsequently occurred.

① "The Decision" to implement a change in Board's direction from "optional" to "requiring" requires a Board vote. If guidance was already given as to when to change and how to change from the Board, no "decision" would be necessary.

→ ② who made this change or decision on behalf of the school?

Note: people, not things, make decisions

→ ③ Did the board delegate such authority to the person(s) who made such decision? If yes, do the minutes reflect such delegation?

As Head of School, and in light of the increase in transmission rates, Judith consulted with SC DHEC.

While the authority to again require masks indoors rests with the Head of School, Judith believed it was prudent that the decision be presented, in full transparency, to the Board. Information outlining the circumstances leading up to the change was presented and the Board was provided the opportunity to ask questions and deliberate, all with a desire to receive concurrence from the Board before consummating the decision by announcing it to the School. At the January 11 Board meeting, the Board deliberated, discussed the decision at length and each Board member was asked to provide his or her input on the decision to return to requiring masks. Board members supported the decision, with no dissenting opinions, and Judith, with full support of the Board, proceeded to implement the policy update.

① Wait, what??!!? The authority to "once again" require masks is Judith's decision??
 This is confusing. Why did the Board vote "mask optional" if the authority rested with Judith all along? Or did the Board delegate this authority to Judith at the Dec. board meeting? But if the authority rests with Judith, why is the chairperson sending out letters with the changes "keeping at the Board of Trustees direction"??
 And who wrote "all visitors must wear masks"??

↑ Not at all simple questions - in fact, very confusing questions.

simple
question
1

and # 8

5

We expect all students to abide by the School's COVID policy, including the January 11 directive that all students and faculty are to wear masks indoors effective January 12. The policy, as modified over time, is set forth in letters and e-mails from Judith Arnstein and from me to parents, including those dated August 9, 2021, November 4 2021, December 8, 2021, January 2, 2022, January 11, 2022 and January 14, 2022.

① Has anyone refused to abide by the school's COVID policy after the school clarified the policy and its authority?

② After the Dec. 7th vote, who made the decision that the conditions as determined by the Board were triggered?

Circle one: Judith / Exec. Comm. / Emmie, [REDACTED]

③ "as modified"? Wait, I thought if the board voted on a policy, only the Board could modify? Were the conditions required to be met for a mask requirement not triggered? Did someone arbitrarily decide that the conditions had been met? Did the Board delegate such authority?

17

I trust that this letter resolves your questions regarding the decisions of the Board. In the future, if you have questions about the Board's decision-making process, please direct those to me as the Chair, rather than to Judith Arnstein. To the extent that you wish to communicate further regarding the Board's (or Judith's) authority or decisions with regard to the current mask requirement please direct those communications to the School's attorney, Cherie Blackburn, who is with the firm of Nexsen Pruet.

Final Simple Question

Not only has this letter failed to answer a single question I have posed, it has only left me with more questions and completely confused.

IS the issue that these simple questions cannot be answered or no one wants to answer them? Who is leading our school?

Not so simple questions here

From: Emmie Hershey eghershey@att.net
Subject: CDS Response
Date: January 21, 2022 at 4:05 PM
To: Francie Austin francieaustin@gmail.com
Cc: Judith Arnstein judith.arnstein@charlestonday.org, Ross Hostetter ross.hostetter@duffandphelps.com, Cherie Blackburn cblackburn@nexsenpruet.com

EH

Francie,

Per your recent email communications to Judith Arnstein, Ross Hostetter, and myself, please find attached a response.

Sincerely,
Emmie G. Hershey

Chair, CDS Board of Trustees
2021-2022

Emmie Gaillard Hershey
77 Montagu Street
Charleston, SC 29401
843-834-8327



CDS Response-
Austin.pdf



Charleston Day School

January 21, 2022

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By way of background, at the beginning of this school year, the Board recognized Charleston Day School's commitment to delivering robust, in-person academic and co-curricular programs while providing the safest environment possible for our return to campus for the 2021-22 school year. The Board acknowledged that COVID related adjustments to the School's programs and operations would need to be made during the school year and identified various guidelines and conditions that would be reviewed and considered in making such decisions, including CDC and DHEC guidelines and local conditions in the Charleston area and in our School community. Consistent with the guidelines and the local conditions in the Charleston Area and in our School community, the decision was made to start the school year requiring all students, faculty and visitors to wear masks indoors while on campus.

On December 7, 2021, the Board approved a revision to the School's mask policy, with certain conditions necessary to keep children and faculty safe in school and recognizing that there would continue to be situations where masks will still be required, such as large gatherings, including assemblies, situations where cohorts "grade levels" mix, close contact/quarantine protocols, and other situations where the risk of transmission is elevated. This decision was based on certain factors, including the decrease in transmission rates in the local and school communities at the time as well as the CDC and FDA EUA approval of the Pfizer pediatric vaccine for ages 5-11, making the vaccine available for the entire CDS community, and therefore providing all families a choice regarding vaccination. The Board recognized that in the event there were changes in the local community transmission or school community COVID numbers, COVID-19 protocols, including masking of our campus community, could be modified. The Board recognized the authority of Judith Arnstein, as Head of School, to implement the policy effectively to uphold the mission of the School. Masks became optional while indoors but still required under certain conditions on December 13, 2021, following my letter to parents, teachers and staff.

Changes in the local community transmission and school community numbers did occur between December and early January. On January 2, 2022, prior to students returning to school following the December

break, I sent an e-mail to parents and faculty noting the sharply rising COVID-19 case rate in Charleston and strongly encouraging all students and faculty to wear masks while indoors when returning from break and for an interim period until Charleston community case rates subsided and we could maintain a low incidence rate within our classes and across the campus which was in keeping with the Board of Trustees' December 7 decision. I explained in the letter that we would continue to regularly monitor the conditions in the Charleston community, as well as within the school, and adjust our protocols, which may include incremental masking requirements within a class or across the campus, should those conditions warrant a change.

The conditions following the students return to school in January did warrant a change. I sent an e-mail to parents and faculty on January 11, 2022, explaining that "Community case rates remained in the severe range and we now had positive COVID cases in every grade except Kindergarten. As such, and in keeping with the Board's direction, effective Wednesday, January 12, the entire school will return to the same COVID masking protocols we announced when we opened the school this fall, which includes universal masking indoors."

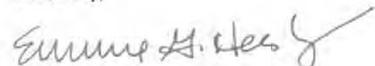
The decision to implement the policy from mask optional to once again requiring masks indoors as the result of changes in the local community transmission or school community COVID numbers was authorized by the Board in December and discussed with the Executive Committee at its January meeting and the Board of Trustees at the Board meeting in January. The Board's decision in December expressly allowed for the modification of the COVID-19 protocols, including masking of our campus community in the event the local community transmission and/or school community numbers changed, an event which subsequently occurred.

As Head of School, and in light of the increase in transmission rates, Judith consulted with SC DHEC. While the authority to again require masks indoors rests with the Head of School, Judith believed it was prudent that the decision be presented, in full transparency, to the Board. Information outlining the circumstances leading up to the change was presented and the Board was provided the opportunity to ask questions and deliberate, all with a desire to receive concurrence from the Board before consummating the decision by announcing it to the School. At the January 11 Board meeting, the Board deliberated, discussed the decision at length and each Board member was asked to provide his or her input on the decision to return to requiring masks. Board members supported the decision, with no dissenting opinions, and Judith, with full support of the Board, proceeded to implement the policy update.

We expect all students to abide by the School's COVID policy, including the January 11 directive that all students and faculty are to wear masks indoors effective January 12. The policy, as modified over time, is set forth in letters and e-mails from Judith Arnstein and from me to parents, including those dated August 9, 2021, November 4 2021, December 8, 2021, January 2, 2022, January 11, 2022 and January 14, 2022.

I trust that this letter resolves your questions regarding the decisions of the Board. In the future, if you have questions about the Board's decision-making process, please direct those to me as the Chair, rather than to Judith Arnstein. To the extent that you wish to communicate further regarding the Board's (or Judith)'s authority or decisions with regard to the current mask requirement please direct those communications to the School's attorney, Cherie Blackburn, who is with the firm of Nexsen Pruet.

Sincerely,



Emmie G. Hershey
Chair, Board of Trustees

cc: Cherie Blackburn, Esq.

From: Francie Austin francieaustin@gmail.com
Subject: Re: COVID-19 Updates

Date: January 19, 2022 at 8:09 PM

To: Emmie Hershey eghershey@att.net, Judith Arnstein judith.arnstein@charlestonday.org, [REDACTED]
[REDACTED]oss.hostetter@duffandphelps.com

Hi Ross,

Please let me know if you plan to respond. If not, I will move on. At some point, y'all are going to figure out though that one of you will either accept responsibility for these decisions or be the last one standing. I would suggest you sing first.

Francie

On Tue, Jan 18, 2022 at 6:38 PM Francie Austin <francieaustin@gmail.com> wrote:

Hi Ross - I have a few very simple procedural questions that I am still waiting on responses. I am hoping you can clarify. I am not asking for information on the deliberations or information used to make the decisions as I understand that information can and arguably should be confidential. These are straightforward and procedural.

1. Did the board allow Judith to choose when to require masks at the December meeting?

2. Who chose the requirement that visitors wear mask? Was this the board or Judith's decision?

These actions on behalf of the corporation should not be "confidential." I keep explaining what a problem this secrecy is causing and it's only snowballing.

The fact that no one will own the decisions being made makes me and other parents feel uneasy.

I appreciate your attention in this matter.

Francie

On Mon, Jan 17, 2022 at 9:54 PM Francie Austin <francieaustin@gmail.com> wrote:

Hi Emmie - do you mind responding before school tomorrow? Did the board instruct Judith to choose when masks would be optional or required?

Thank you,

Francie

On Mon, Jan 17, 2022 at 6:58 PM Francie Austin <francieaustin@gmail.com> wrote:

Judith,

I'm going to assume this is your position since you're implementing the mask policy as you see fit. Your position is the board has authorized you to require mask as you see fit regardless of the mask optional policy.

Emmie,

I have tried so hard to explain and help y'all navigate through this only to be disregarded and have my husband called like I'm some child. I am right about this and y'all keep making things worse for yourselves and Charleston Day as a whole. I love this school and am so extremely saddened.

[REDACTED] I'm sorry your in the middle.

I honestly pray we don't lose all these amazing families that vow to leave.

Francie

On Mon, Jan 17, 2022 at 2:03 PM Francie Austin <francieaustin@gmail.com> wrote:

Division Hand on email

Judith, thank you for your email response. Just to confirm, it is your position that the direction from the Board given to you at the December board meeting is that masks may be required when you believe they should be?

I am just trying to understand who is ultimately making the mask decision on a day-to-day basis

Thank you again for your attention,
Francie

On Mon, Jan 17, 2022 at 1:21 PM Judith Arnstein <judith.arnstein@charlestonday.org> wrote:

Francie -

Thanks so much for your email and I hope that you had a chance for a little rest over the long weekend. As the Head of School, I have authority for the

general conduct and control of the operations of the School under the supervision of the Board of Directors. I make decisions on a daily basis to implement execute and ensure compliance with School policies and directions from the Board, including the current requirement that masks once again be required indoors. This requirement remains in effect. If any student has a medical condition or disability that prevents the student from wearing a mask, we ask that you please provide to the School nurse a letter from the student's physician explaining the need for an accommodation or exemption so that the School can address the request. Unless we have information from a health care provider indicating a health condition or disability that prevents a student from wearing a mask, we will expect all individuals to abide by this requirement.

With regard to your reference to the Board and parliamentary procedure, I have forwarded your e-mail to Board Chair Emmie Hershey.

Best,

Judith

Sent from my iPad

On Jan 16, 2022, at 9:28 PM, Francie Austin <francieaustin@gmail.com> wrote:

Hi Judith,
I am still hoping that you're able to respond. If your children were little, I know you would expect a response at minimum as well.
If you don't feel comfortable giving an answer about the authority under which you are operating, I am more than comfortable sending the board the question. Questions like these from parents must be answered and if you are unable to respond, I am comfortable taking the next necessary steps.
Thank you,
Francie

On Fri, Jan 14, 2022 at 3:09 PM Francie Austin <francieaustin@gmail.com> wrote:
Judith,

Thank you for the information. I see that Emmie and Ross are not signing these letters, so clearly good advice is being given regarding the separation of authorizes, a point that I have made for months now

However, this letter though does not address masks. The BOT voted mask optional and that has not changed. I am not incorrect when saying that mask requirements cannot be enforced. I have tried to explain all of this from the beginning and continue to be ignored. I teach classes on parliamentary procedure and have explained the legal problems in several past emails.

Please address how masks are legally required and how you are confident in your authority to enforce this requirement.

If you are unable, I will stand firmly by our choice as parents to follow the Boards direction of mask optional. It is a long weekend, so there's plenty of time for your response

Francie

On Fri, Jan 14, 2022 at 2:55 PM Charleston Day School <charleston-day-school@charlestonday.org> wrote:
<CDSLogo Stacked png>

Dear Charleston Day School Families,

As you are aware, there has been a dramatic surge in the number of COVID cases both in the Charleston area and

in our school community. This surge in cases, along with the contagious nature of the omicron variant of COVID-19 has required all of us to work together to be flexible and nimble. As we have approached this surge, a number of questions regarding COVID protocols have surfaced. The following [FAQ sheet](#), which was also included in the January 14, 2022 Communicator, addresses topics such as quarantine, contact tracing and other questions that parents may have regarding these issues. Please know that both the situation and guidance are fluid and may change in the coming weeks.

As the FAQ sheet indicates, Charleston Day School follows the quarantine protocols outlined by SCDHEC, which currently include a 5-day and 10-day option. Information regarding those options may be found in the FAQ sheet. Please be aware that SCDHEC outlines different protocols for individuals who are vaccinated and unvaccinated – CDS did not create these protocols, we are following what SCDHEC outlines in the [SCDHEC School and Childcare Exclusion List](#). For your convenience, a [chart](#) outlining the quarantine process/protocols is included in the FAQ sheet. As the school has seen an increase in positive cases resulting from household close contacts, effective immediately, those contacts, regardless of vaccination status, will quarantine. All of this information, as well as additional resources and the CDS COVID Tracker may be found on the LMS under Resources/Nurse's Station.

As always, our focus is on keeping students on campus and in-person. Current SCDHEC guidance gives more latitude to schools related to when a cohort, grade or school should close or revert to entirely virtual instruction. A key component to this decision will be staffing. We are seeing more cases within our faculty, so we anticipate that there could be possible critical staffing situations in the weeks ahead. These shortages may force us to go virtual or into hybrid scenarios quickly. We ask for your patience and understanding. Division, grade level, and/or teacher communication regarding these situations will be proactive and timely, but may occur rapidly as the situation changes.

All of us recognize that this situation is challenging and that there is a great level of fatigue surrounding COVID. We are grateful for your continued partnership and patience as we navigate this surge and focus on keeping students on campus for in-person learning. We hope that you have a restful long weekend.

Sincerely,


Judith Foley Armstein
 Head of School


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2/5/22, 10:09 AM

AT&T Yahoo Mail - Fwd: CDS Weathered the Storm!

Fwd: CDS Weathered the Storm!

From: Judith Arnstein (judith.arnstein@charlestonday.org)
To: eghershey@att.net; CBlackburn@nexsenpruet.com
Date: Wednesday, December 15, 2021, 11:13 AM EST

Hi Emmie and Cherie,

I have forwarded Francie's response. Please advise as to a response to her email.

Thanks,

Judith



Judith Foley Arnstein
Head of School | Charleston Day School
843-300-3106 • www.charlestondayschool.org
15 Archdale Street, Charleston, SC 29401

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Sent from my iPhone

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Begin forwarded message:

From: Francie Austin <francieaustin@gmail.com>
Date: December 15, 2021 at 10:56:52 AM EST
To: Judith Foley Arnstein <judith.arnstein@charlestonday.org>, Matt Austin <matt.austin@nelsonmullins.com>
Subject: Re: CDS Weathered the Storm!

Dear Judith, please send me a copy of this Covid policy approved by the board. If that document does not exist, please send me the Motion the board voted upon to allow masks be optional.
Do not call me in response. My husband and I expect written documentation.
In the meantime, we stand firmly by our initial email that we will follow the Boards direction of mask optional.
Francie

On Wed, Dec 15, 2021 at 10:01 AM Judith Foley Arnstein <judith.arnstein@charlestonday.org> wrote:
Hi Francie and Matt,

2/5/22, 10:09 AM

AT&T Yahoo Mail - Fwd: CDS Weathered the Storm!

Thanks so much for your email. I concur with you in thanking our extraordinary faculty and staff for all that they have done to support our students during these unprecedented times, and am hopeful that things will return to more normal conditions in the not-too-distant future. As you are aware, Charleston Day School issued a revised protocol regarding masks that went into effect December 13, 2021. This mask optional component of the COVID-19 protocols was approved by the Board, which recognized the need to require masks in certain situations in order to protect the health and safety of our students and faculty. The new mask optional protocol includes a requirement that masks be worn in certain instances, such as for large gatherings, including Assembly, situations where cohorts (grade levels) mix, as directed by close contact/quarantine protocols and other situations in which the School deems masks necessary in order to protect the health and safety of the students and faculty. A detailed letter from Board Chair, Emmie Hershey, describes the mask optional policy and the reasoning behind the decision to implement it. We expect our students and faculty to abide by the new policy and to wear masks on those occasions described above. Any individual who wishes to request an exemption based on a medical condition should provide appropriate documentation to Nurse █████. The School reserves the right to set protocols or further modify the policy as we determine necessary for the health and safety of our students and faculty.

Sincerely,

Judith

On Thu, Dec 9, 2021 at 2:39 PM Francie Austin <francieaustin@gmail.com> wrote:
Dear all,

Matt and I appreciate all the efforts by the school during the COVID-19 pandemic, and we are hopeful that things will get entirely back to normal soon. It took extraordinary work on your behalf to pull off all that you managed during such unprecedented times. We are very thankful to all of you.

As we all are aware, The Board of Trustees, vested with the direction and control of Charleston Day School, voted for a "Mask Optional" policy beginning this Monday, and my husband and I plan to exercise this option in full. Any mask requirements would need board's approval seeing as the direction of "optional" is not only inconsistent but in direct contradiction with any mask requirement. If you see otherwise, please put your concerns to us in writing. Otherwise, we will plan to follow the board's decision.

I have copied our children's teachers so they are fully aware of our decision as well.

Thank you,
Francie and Matt Austin

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2/5/22, 10:09 AM

AT&T Yahoo Mail - Fwd: CDS Weathered the Storm!



Judith Foley Arnstein
Head of School | Charleston Day School
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Sincerely,

Judith

On Thu, Dec 9, 2021 at 2:39 PM Francie Austin <francieaustin@gmail.com> wrote:

Dear all,

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I have copied our children's teachers so they are fully aware of our decision as well.

Thank you,
Francie and Matt Austin

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From: Judith Arnstein jfarnstein@sbcglobal.net
Subject: FYI
Date: January 24, 2022 at 7:17 PM
To: Emmie Hershey eghershey@att.net, Ross Hostetter ross.hostetter@duffandphelps.com

Hi Emmie and Ross,

Francie Austin sent this to [REDACTED]

From: Francie Austin <francieaustin@gmail.com>
Date: January 24, 2022 at 5:11:29 PM EST
To: [REDACTED]
Subject: Masks

[REDACTED] - the [REDACTED] keep telling me stories about you requesting them to pull their masks up. The board voted mask optional and no matter what Emmie or Judith claims, the policy is still mask optional. I have them masked as a courtesy. Not only is the mask requirement invalid but 1. they don't work, 2. My [REDACTED] just recovered from Covid and are outside of their 10 days and 3. I am the parent and believe the harm far outweighs any benefit.

I haven't wanted to email but the persistent requests are just too much.

Please request more information from Judith.

Thank you for your understanding,

Francie

I'd appreciate your thoughts given her reference to the Board vote. Perhaps time for them to come in?

Thanks,

Judith
Sent from my iPad

From: Francie Austin francieaustin@gmail.com 
Subject: Re: CDS Response
Date: January 26, 2022 at 12:39 PM
To: Emmie Hershey eghershey@att.net
Cc: Cherie Blackburn cblackburn@nexsenpruet.com, Judith Arnstein judith.arnstein@charlestonday.org, Ross Hostetter ross.hostetter@duffandphelps.com



Dear Cherie,

I appreciate you taking the time to speak with me yesterday, and I appreciate Emmie's suggestion that I reach out to you directly with additional questions. I just want to reiterate, these are procedural questions only. My intent originally was to figure out who was making the decisions related to the masking policy and speak with that person(s) directly. After a few months into the quest, I am only left with more questions.

I tried to be as simple as possible. I broke the response down by paragraphs in hopes that answering them will be easier.

I have 8 very simple questions and a couple ones where I am not even sure what I am asking (obviously, just stick to the simple ones)

Thank you again for helping all of us at CDS get back on track and refocusing on educating our children.

Francie

ps. sorry for my responses/questions being handwritten. it's easier for me to think that way.

On Tue, Jan 25, 2022 at 11:14 AM Francie Austin <francieaustin@gmail.com> wrote:

Hi Cherie-

I hope all is well with you and your family. Matt tells me that [REDACTED] is really enjoying the solicitors office. That's a great place to start a legal career as I am sure you know! Matt has wild stories and got thrown in the courtroom more often than he liked!

CDS is taking a step in the right direction by hiring you. I was relieved when I found out you would be guiding the ship! If you'd like to discuss these school/board issues with me, feel free to give me a call.

My main issue is that no procedure is actually being followed and these matters are contentious as you know. I am also hearing that contracts have been signed without the full boards approval, PPP money has been kept despite CDS not having payroll issues (this is, as you know, found by a simple Google search), state money continues to come in (this is public info although I haven't seen if it's true or not) - and this is not coming from Matt - but if these actions are taking place without the full board of trustee having a motion, discussion, vote etc, I feel confident that you can get the board back on track in no time.

People don't feel heard and just continue to attempt to figure out what actually going on within the schools leadership. I am coming from a place of love and all I want is to see the school function as it did in the past.

Trust too that I have never been nor do I want to be a super involved parents. I am happily on the low end of volunteers and probably parental involvement in general. My goal is to get right back to that less than average place.

Again, please feel free to call anytime - my cell is [REDACTED]

Thanks for all you're doing for CDS.

Take care-
Francie

On Mon, Jan 24, 2022 at 12:56 PM Francie Austin <francieaustin@gmail.com> wrote:

Quick question - has the board seen your response letter?

I assume that since the school lawyer is involved, the answer would be yes given that she represents the school and not anyone in their individual capacity.

A simple "yes they have seen the response" or "no they have not seen the response" is all I'm asking.

On Fri, Jan 21, 2022 at 4:05 PM Emmie Hershey <eghershey@att.net> wrote:

Francie,

Per your recent email communications to Judith Arnstein, Ross Hostetter, and myself, please find attached a response.

Sincerely,
Emmie G. Hershey

Chair, CDS Board of Trustees
2021-2022

From: Francie Austin francieaustin@gmail.com
Subject: Re: CDS Weathered the Storm!
Date: December 18, 2021 at 1:41 PM
To: Emmie Hershey eghershey@att.net, Judith Foley Arnstein judith.arnstein@charlestonday.org



I guess rules don't apply to the ones who make them. But please make sure that the ones who can be controlled are controlled.

On Thu, Dec 16, 2021 at 2:52 PM Francie Austin <francieaustin@gmail.com> wrote:

I've said my peace and y'all do whatever you see fit. It's really taking up too much of all my time. I am sincerely worried about the state of the school moving forward. I have spoken with so many families and teachers that are very disappointed. I pray the leadership starts listing to our community and y'all can get us back on track. The rumor around the Mason Prep firing (again the rumor) is that their middle school was going to collapse if the leadership wasn't changed. I pray that leadership doesn't change and we keep all the families and teachers we love.

Again, if you really do believe I am part of the "vocal minority" then conduct a survey. We would then have our answer.
Francie

On Thu, Dec 16, 2021 at 12:48 PM Francie Austin <francieaustin@gmail.com> wrote:

Emmie - I have read all the bylaws, policies and procedures, etc at least three times. Here are my issues:

1. The board voted the policy would be mask optional. Anything to the contrary or in addition would have to be in the Motion to Approve. I know the Covid committee motion was not adopted because that recommendation was for Jan 4.

If the requirements are not in that motion, it is irrelevant what was discussed prior to the motion or what the Covid advisory committee recommended. As you know the Covid advisory committee has no actual authority. These procedural requirements are all in the bylaws and mirror, for the most part, the parliamentary processes set out in Robert's Rules of Order.

2. COVID (as I understand it) is a blood borne pathogen - under the risk management policy of NAIS - this written policy must be approved by the board. Meaning the board must have the final say. This is not an operational policy according to our accreditation handbook. This policy specifically cannot be written by the executive committee or the head of school.

3. Charleston Day as incorporated as an education institution - no such medical authority exists whatsoever. If CDS was incorporated in that capacity, there would be oversight. We know CDS lacks authority to mandate vaccines. It's because SCDHEC handles these issues for schools both private and public. A certified health state agency.

4. CDS' strategic plan number 5 directly contradicts everything you are doing as well as the COVID policy we signed in August. Transparency and Communications are abysmal.

5. Again, the possibly discussed requirements by the board do not hold weight unless 1. They were in the motion or 2. The authority to add such requirements were delegated to you, Judith and Ross. If such authority was delegated, because it's a major policy, it would then have to go back to the Board of Trustees for approval prior to it becoming effective.

I stand firmly by what I said to Judith. This is a corporation that must follow its own rules regardless of personal opinions.

Francie

On Thu, Dec 16, 2021 at 12:48 PM Francie Austin <francieaustin@gmail.com> wrote:

certain situations in order to protect the health and safety of our students and faculty. The new mask optional protocol includes a requirement that masks be worn in certain instances, such as for large gatherings, including Assembly, situations where cohorts (grade levels) mix, as directed by close contact/quarantine protocols and other situations in which the School deems masks necessary in order to protect the health and safety of the students and faculty. A detailed letter from Board Chair, Emmie Hershey, describes the mask optional policy and the reasoning behind the decision to implement it. We expect our students and faculty to abide by the new policy and to wear masks on those occasions described above. Any individual who wishes to request an exemption based on a medical condition should provide appropriate documentation to Nurse [REDACTED]. The School reserves the right to set protocols or further modify the policy as we determine necessary for the health and safety of our students and faculty.

Sincerely,

Judith

On Thu, Dec 9, 2021 at 2:39 PM Francie Austin <francieaustin@gmail.com> wrote:

Dear all,

Matt and I appreciate all the efforts by the school during the COVID-19 pandemic, and we are hopeful that things will get entirely back to normal soon. It took extraordinary work on your behalf to pull off all that you managed during such unprecedented times. We are very thankful to all of you.

As we all are aware, The Board of Trustees, vested with the direction and control of Charleston Day School, voted for a "Mask Optional" policy beginning this Monday, and my husband and I plan to exercise this option in full. Any mask requirements would need board's approval seeing as the direction of "optional" is not only inconsistent but in direct contradiction with any mask requirement. If you see otherwise, please put your concerns to us in writing. Otherwise, we will plan to follow the board's decision.

I have copied our children's teachers so they are fully aware of our decision as well.

Thank you,
Francie and Matt Austin

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Judith Foley Arnstein

Head of School / Charleston Day School

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15 Archdale Street, Charleston, SC 29401

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On Thu, Dec 16, 2021 at 12:27 PM Emmie Hershey <emmhershey@gmail.com> wrote.

Francie,

Judith has forwarded your emails to me since they pertain to the decision of the Board of Trustees related to the updated Covid protocols. I have let Judith know I would be responding to your emails but have not copied her here as this is a decision made by the Board of Trustees and not by the Head of School.

The Covid Advisory committee makes recommendations to the Board of Trustees which the Board then discusses and votes. In this instance, the Board of Trustees voted masks would be optional for students, faculty and staff effective December 13, 2021 based on a recommendation from the Covid Advisory committee recognizing there would be some instances that still require masks such as large gatherings, assemblies, mixing of cohorts, and as directed by close contact/quarantine protocols. These protocols along with requiring all visitors to wear masks have not changed from the previous protocols put in place. Please find attached the school protocols that were sent out to CDS families regarding the mask optional policy last week. Once the Board approves the policy, Judith has the authority by which to make decisions and operate the school. The Head of School is authorized and expected to perform such duties as the Board of Trustees directs.

Sincerely,
Emmie

Chair, CDS Board of Trustees
2021-2022

Emmie Gaillard Hershey
77 Montagu Street
Charleston, SC 29401
843-834-8327

----- Forwarded message -----

From: Francie Austin <francieaustin@gmail.com>

Date: Wed, Dec 15, 2021 at 1:28 PM

Subject: Re: CDS Weathered the Storm!

To: Judith Foley Arnstein <judith.arnstein@charlestonday.org>, Matt Austin <matt.austin@nelsonmullins.com> ←

Judith-

Matt and I are confused as to who specifically - a person or a committee - made the mask requirements. Someone chose "all visitors are required to wear masks."

This is a process question. Someone took action on behalf of the corporation and the question is - did that person or persons/committee have such legal authority?

I expect this can be answered immediately as I am sure, as head of our school, you would not attempt to implement policy without ensuring you are acting at the Board of Trustees direction, right? You would do enough due diligence prior before implementing any policy one would assume.

This is a matter of high concern to us
Francie

On Wed, Dec 15, 2021 at 10:56 AM Francie Austin <francieaustin@gmail.com> wrote

Dear Judith, please send me a copy of this Covid policy approved by the board. If that document does not exist, please

send me the Motion the board voted upon to allow masks be optional.

Do not call me in response. My husband and I expect written documentation.

In the meantime, we stand firmly by our initial email that we will follow the Boards direction of mask optional

Francie

On Wed, Dec 15, 2021 at 10:01 AM Judith Foley Arnstein <judith.arnstein@charlestonday.org> wrote:

Hi Francie and Matt,

Thanks so much for your email. I concur with you in thanking our extraordinary faculty and staff for all that they have done to support our students during these unprecedented times, and am hopeful that things will return to more normal conditions in the not-too-distant future. As you are aware, Charleston Day School issued a revised protocol regarding masks that went into effect December 13, 2021. This mask optional component of the COVID-19 protocols was approved by the Board, which recognized the need to require masks in

From: Francie Austin francieaustin@gmail.com
Subject: Re: [REDACTED] return to school [REDACTED] next week
Date: January 8, 2022 at 10:04 AM
To: Judith Foley Arnstein judith.arnstein@charlestonday.org
Cc: Emmie Hershey eghershey@att.net



So to be clear SCDHECs policy requires private and non-public schools to follow the Covid protocols by law? I'm a bit confused as I thought those policies were mandated for public only.

On Thu, Jan 6, 2022 at 4:55 PM Judith Foley Arnstein <judith.arnstein@charlestonday.org> wrote:
Hi Francie,

Thanks for your email. I know that all of the guidance and requirements surrounding quarantine and isolation can be confusing. SCDHEC sets the quarantine, close contact and isolation protocols (the Board does not) and requires that students who are close contacts adhere to their quarantine protocols, which may be found on page 30 of [this SCDHEC document](#). Please note that the 5-day and 7-day options indicate that a student must wear a mask through day 10. If you would like to have the children return to school without masks, then the 10-day option would accommodate that, with a return date of January 13. **We expect our students and families to abide by these SCDHEC requirements.** Any individual who wishes to request an exemption based on a medical condition should provide appropriate documentation to Nurse [REDACTED]. Should you have questions regarding the SCDHEC requirements, please contact them directly.

Warmly,

Judith

On Thu, Jan 6, 2022 at 1:31 PM Francie Austin <francieaustin@gmail.com> wrote:
Dear Judith,

[REDACTED] will be returning to school Monday unmasked as this is my option. I will voluntarily Covid test them on Friday before their return although you have no such authority to require me to do so.

I do not want a call or email from anyone else as you are the head of school. The chair does not need to respond as she has no authority to make any such decisions.

I have known [REDACTED] for many years and love her dearly. Do not use her as the scape goat when you employ her and are her boss. She does not make these decisions.

I expect everyone know that my boys will not be masked Monday nor will [REDACTED]. Enough is enough. If you have a problem with this, you need to respond in writing.

I will continue to ask you all to follow the board's direction, but if you choose otherwise, that's not something I will support.

Francie

--
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Head of School | Charleston Day School
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15 Archdale Street, Charleston, SC 29401
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12/9/21, 1:50 PM

IMG_3625.PNG

12/8/21

1:09

To Nurse [REDACTED]



2927_001.pdf

I'd be careful because parents are getting attorneys involved and blaming you, Judith and Emmie

I'm worried you'll get blamed and possibly get in trouble with the board

Nursing board or whomever

Ohhhh

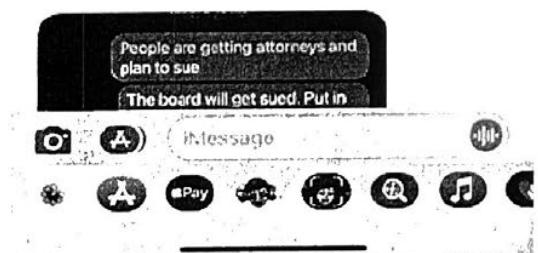
I'll get blamed for which parts?

terrifying

I'll call in a bit but it's getting bad

Okay!

Yesterday 6:29 PM



12/9/21, 1:50 PM

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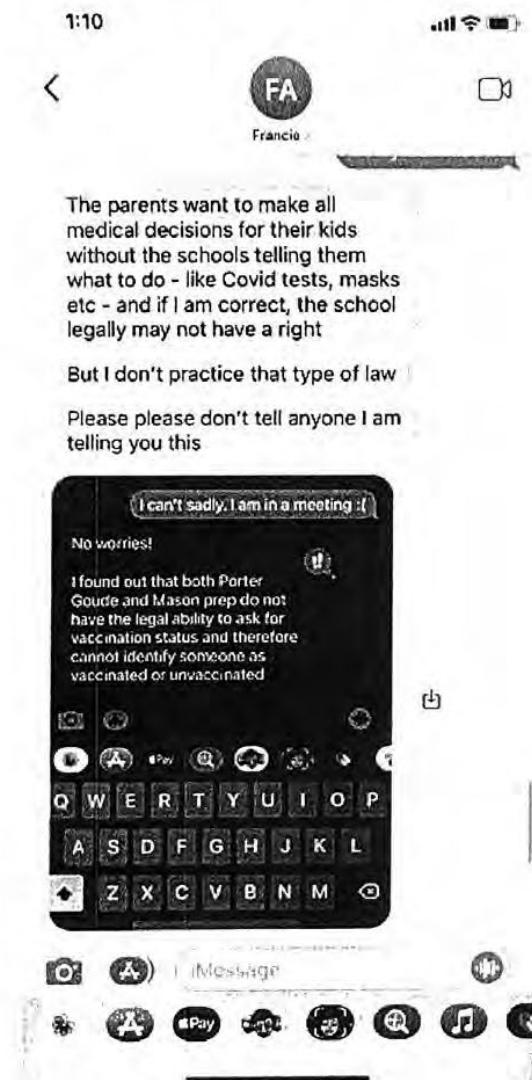
To Matt

This is my advice to Matt. I could be wrong but I don't want him or anyone to get in trouble.



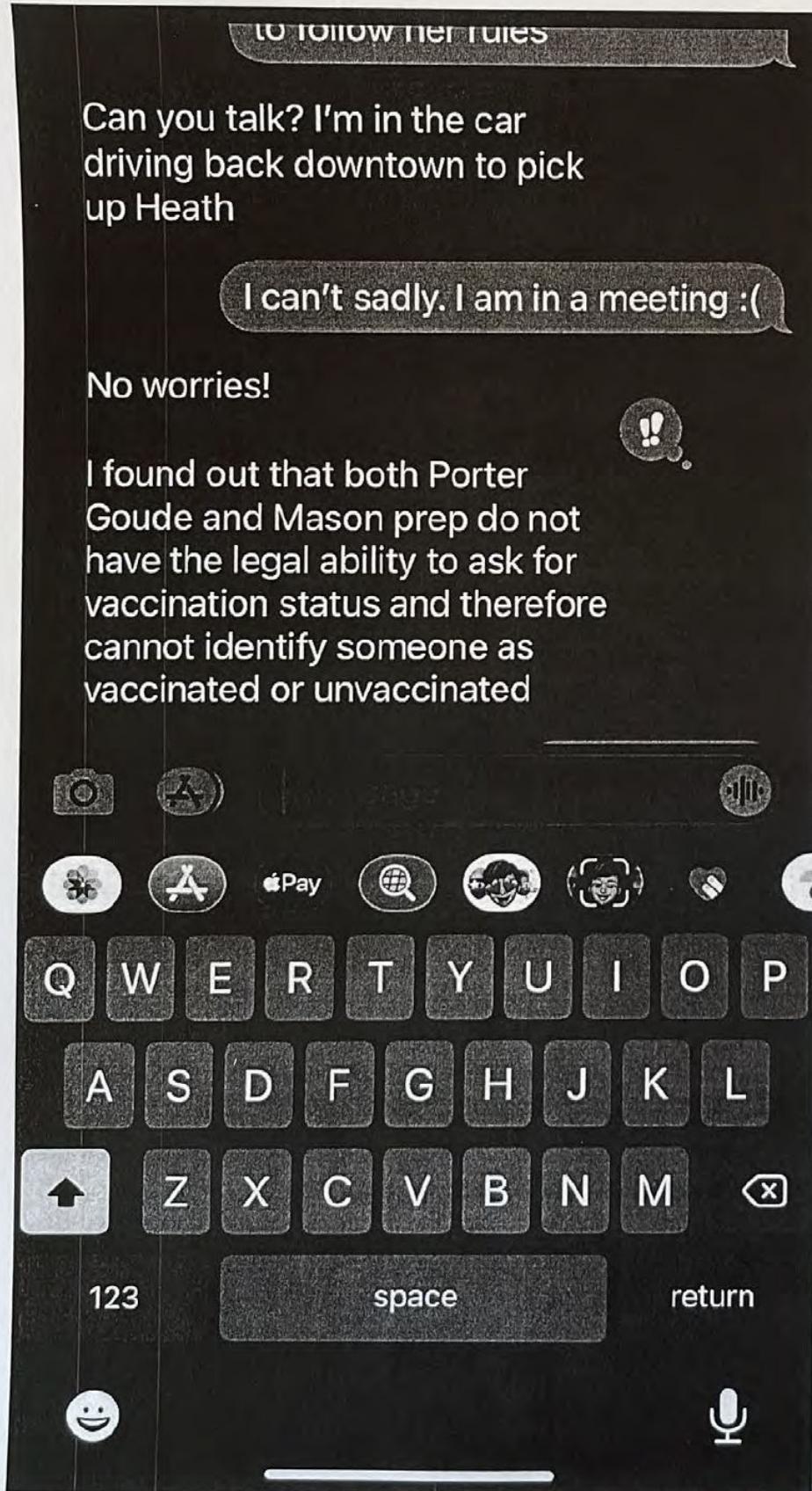
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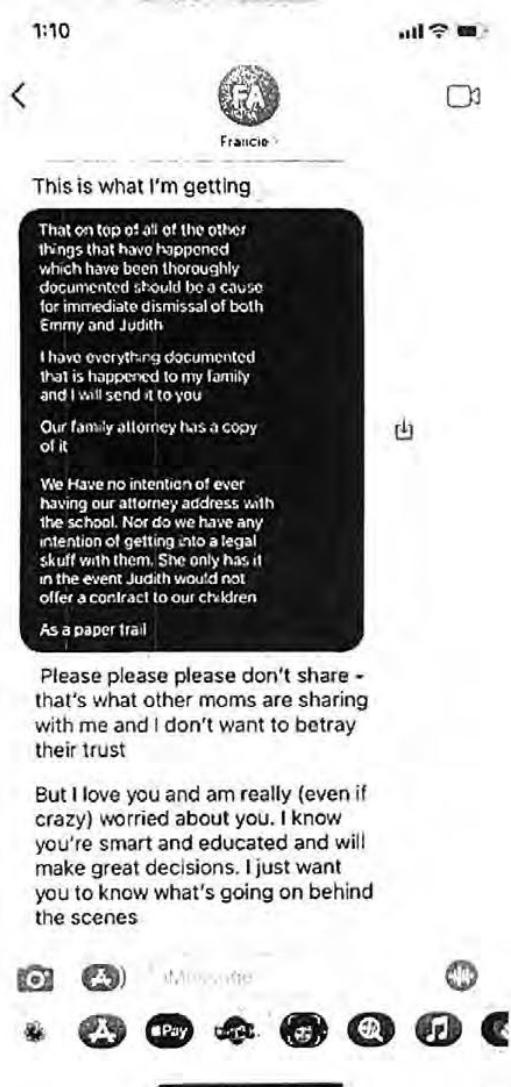
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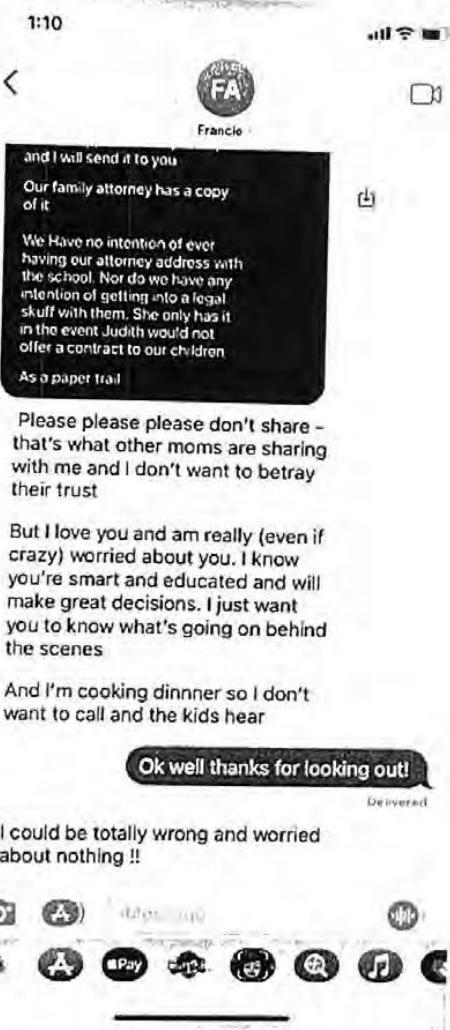
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Charleston Day School

Dear Charleston Day School Families,

We are incredibly grateful for how our school community has handled the daily challenges that the COVID-19 pandemic has posed. Our families have been great partners in following school protocols, including keeping sick students at home and self-reporting positive cases and exposures. Every action that supports keeping our school community healthy plays an important role in protecting our students and supporting our stated goal of keeping our campus open for in-person learning. Our protocols have been successful: since the beginning of the school year, there have been a total of 8 student cases and 2 staff cases, with no student cases in the last four weeks.

As part of the school's COVID-19 protocol process, the Board COVID-19 Advisory Committee meets regularly to assess and review information regarding the school's COVID-19 protocols and policies, including assessing current conditions both on campus and in the Charleston area. The Board COVID-19 Advisory Committee includes medical experts along with Board members. It makes recommendations to the Board of Trustees which the Board then discusses and votes on those recommendations.

When the school year began, the Charleston area was experiencing a significant surge in COVID-19 cases, due in part to the highly transmissible Delta variant. In addition, at that time the COVID-19 vaccine was not available for students age 5-11, who represent a significant portion of our student population. Since that time, transmission rates in the ~~Charleston area~~ have dropped markedly and are currently in the moderate level. In addition, the CDC and FDA recently approved Emergency Use Authorization of the Pfizer pediatric vaccine for ages 5-11, making the vaccine available for all students attending Charleston Day School, and therefore providing all families a choice regarding vaccination. In consultation with the Board COVID-19 Advisory Committee, the Board of Trustees has approved that beginning December 13, 2021, masks will be optional for students, faculty and staff at Charleston Day School. Charleston Day School will support all students, faculty and staff in how they wish to respond to this change.

Masks will continue to be encouraged for those who are unvaccinated or are considered high-risk. Masks will be required in certain instances, such as for large gatherings, including Assembly, situations where cohorts (grade levels) mix, and as directed by close contact/quarantine protocols. Because there are certain situations during the school day where masking may be required, please continue to send your child to school with two masks. All visitors to campus will continue to be screened and will be required to wear masks. Other current protocols such as cohorting, distancing, increased sanitation, and air filtration will remain in place.

Vaccination remains an essential public health measure to reduce the spread of COVID-19, and we know that many of our families have or will take advantage of the opportunity to vaccinate their child(ren). As always, we ask that you provide Nurse [REDACTED] with a copy of your child(ren)'s vaccination card so that their status is known in the event of a close contact/quarantine situation. Should Nurse [REDACTED] not have a copy of a vaccine card for your student, the student will be considered to be unvaccinated for quarantine purposes. In order to reduce the number of days that a student might be out of school due

to quarantine, Charleston Day School will now offer a 7-day quarantine at home for unvaccinated close contacts, in addition to the 10-day and 14-day options. More information regarding those options may be found at the Nurse's Station on the LMS and Nurse [REDACTED] is available to answer any questions regarding quarantine or close contact tracing. Please note that quarantine protocols differ between vaccinated and unvaccinated individuals.

As we move forward, we will continue to monitor our campus and community metrics regularly to ensure that we have the best COVID-19 practices and protocols in place. As always, our goal is to keep our students, faculty and staff safe and engaged in on-campus learning. In the event that there are changes in our local community transmission and/or our school-community numbers, Charleston Day School will/may have to modify COVID-19 protocols, including masking, for members of our campus community.

We recognize that COVID-19 has caused fatigue, and we are grateful for your partnership as we continue to navigate the challenges that COVID-19 creates for our school community. Our focus remains solidly on providing a strong in-person academic experience for all of our students while providing for the health and safety of our entire school community.

Sincerely,

Emmie G. Hershey
Chair, Board of Trustees

← B lacks authority →

totally wrong
on all levels
AND did board
APPROVE?

→ masking is optional until BOT votes by
majority to change



Charleston Day School

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We are incredibly grateful for how our school community has handled the daily challenges that the COVID-19 pandemic has posed. Our families have been great partners in following school protocols, including keeping sick students at home and self-reporting positive cases and exposures. Every action that supports keeping our school community healthy plays an important role in protecting our students and supporting our stated goal of keeping our campus open for in-person learning. Our protocols have been successful: since the beginning of the school year, there have been a total of 8 student cases and 2 staff cases, with no student cases in the last four weeks.

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~~not appropriate because we are a school - we follow SC DHEC rules, we cannot make up our own vaccination rules, and DHEC must abide~~

wrong on so many levels
 which close contact/quarantine protocols?
 Has this policy been approved by board?

From Francie Austin to [REDACTED]

4:12 pm 12/18/21

**Amended and Restated
By-Laws
Charleston Day School**

**Article I
Purpose of the
Corporation**

Section 1.1. Charleston Day School, Inc. (the "Corporation") is a nonprofit educational organization incorporated under the South Carolina Nonprofit Corporation Act of 1994 (SC Code Section 33-31-101 et seq.) and formed and operated solely for educational, scientific, literary, and charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the "Code") and is incorporated specifically to operate a co-educational grade school to be known as Charleston Day School, Inc.; for such purposes, and only as allowed by state and federal law, it may solicit and receive funds and other property, real, personal and mixed, and interest therein, by gift, transfer, devise, or bequest, and invest, reinvest, hold, manage, administer, expend, and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest. The mission of Charleston Day School is to foster scholarship, integrity, respect and responsibility in our students.

Section 1.2. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation or any other private individual, but reimbursement for expenditures or the payment of a reasonable compensation for services rendered shall not be deemed violative of the purpose of the Corporation, these By-Laws. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, nor shall it engage in any political campaign, relating to the candidacy of any person, or otherwise.

**Article II
Principal Office**

Section 2.1. The office for the transaction of the business of the Corporation and general direction of its affairs shall be located at 15 Archdale Street, Charleston, South Carolina, or such other place as determined by the Corporation from time to time.

**Article III
Board of Trustees**

Section 3.1. The direction and control of the Corporation shall vest in a Board of Trustees, consisting of not more than fifteen (15) members. Trustees shall be natural persons of full age.

Section 3.2. The Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are not proscribed by statute, by the articles of incorporation, or by these By-Laws. The Board of Trustees may delegate to the Executive Committee, Head of School, or such other officer or employee, such authority as shall from time to time be necessary or desirable in the determination of the Board of Trustees.

Section 3.3. Each Member of the Board shall be elected for a three-year term. Any vacancy or vacancies in the Board of Trustees arising from any cause, excepting expiration of terms of office, may be filled by the remaining members of the Board of Trustees upon recommendation from the Committee on Trustees at a Special Meeting called for that purpose or at a Regular Meeting of the Board of Trustees. Except as provided below regarding vacancies, members of the Board of Trustees shall be eligible for a new three-year term of office on the Board of Trustees. Any Board

unable to make
health care
decisions
or have
any
involvement
unless
required
by
DHEC

member who has served two consecutive terms shall be eligible for reappointment after an absence of at least one three-year term therefrom; provided, however, that members of the Board of Trustees elected to an office of the Corporation may continue to serve on the Board of Trustees for the full term of the office. Any Member of the Board who is elected to fill a vacant seat on the Board may be re-elected to serve up to two new full terms as a Trustee if the remaining term of the vacating Member is less than two (2) years; provided further, that if the remaining term of the vacating Member is two (2) years or longer, the Member elected to serve such remaining term shall be eligible for only one additional three-year term, as provided above. The foregoing notwithstanding, the outgoing Chair shall remain as a member of the Board of Trustees for one (1) year, regardless of tenure, and in addition to his or her service as a Trustee, shall act as an advisor to the new Chair.

Section 3.4. Regular meetings ("Regular Meetings") of the Board of Trustees shall be held at least four (4) times per year and shall include an annual meeting on the first Tuesday of June of each year (the "Annual Meeting"), or at such other time as determined by the Chair or the Board of Trustees from time to time.

Section 3.5. Special meetings ("Special Meetings") of the Board of Trustees may also be called by the Chair or at the request of any four (4) members upon not less than five (5) days prior written notice.

Section 3.6. Notice of each meeting of the Board of Trustees shall specify the date, place and hour of the meeting and shall be given to each Trustee at least five (5) days before the meeting either personally, by mail, facsimile transmission, or electronic mail. Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3.7. The Board of Trustees may meet within or without the State of South Carolina.

Section 3.8. One or more Trustees may participate in a meeting of the Board by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 3.9. A majority of the existing Board being present shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Each member of the Board of Trustees shall have one vote on any motion presented to the Board of Trustees and, unless otherwise stated herein, the vote of a majority of the Board of Trustees members present at the time of the vote, if a quorum is present, shall be an act of the Board of Trustees. The Board of Trustees shall have the authority to act without a duly called meeting of the Board of Trustees upon the affirmative unanimous action of the Board, duly noted in minutes contained in the corporate records of the Corporation. Members of the Board of Trustees shall abstain from any vote of the Board in which the member has a direct financial conflict of interest in the outcome of such vote.

Section 3.10. Members of the Board of Trustees may vote only in person and not by proxy.

Section 3.11. Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees and shall be filed with the Secretary of the Corporation.

Each board member = 1 vote

Article IV Officers

Section 4.1. The officers of the Corporation shall consist of a Chair, Vice Chair, Treasurer and Secretary, all of whom shall be elected by the Board of Trustees from its membership for a term not to exceed two (2) years. Any vacancy or vacancies in any of the offices of the Corporation, arising from whatever cause, excepting expiration of a term of office, shall be filled by the Board of Trustees at a Special Meeting of the Board of Trustees called for that purpose or at a Regular Meeting of the Board of Trustees. An officer shall be eligible to be reelected to his or her office for one additional term, but shall not serve more than two (2) successive terms.

Article V Chair

Section 5.1. The Board of Trustees shall elect a Chair from its membership, who shall serve for a term of two (2) years and until his or her successor is elected. The Chair shall preside at all meetings of the Board of Trustees and the Executive Committee and shall be the executive head of the Corporation. She or he shall be charged with the general conduct and control of the operations of the Corporation under the supervision of the Board of Trustees, except such duties in the management and conduct of the Corporation's operations as may be devolved by the Board of Trustees to any other officer or employee.

under supervision = @ board's direction Article VI Vice Chair *Emmie cannot step in as Judith*

Section 6.1. The Board of Trustees shall elect a Vice Chair from its membership, who shall serve for a term of two (2) years and until his or her successor is elected. The Vice Chair of the Board of Trustees shall preside at meetings of the Board of Trustees and of the Executive Committee in the absence of the Chair and shall, in general, perform all the duties of the Chair in the absence or disability of the Chair.

Article VII Treasurer

Section 7.1. The Board of Trustees shall elect a Treasurer from its membership, who shall serve for a term of up to two (2) years and until his or her successor is elected. The Treasurer of the Corporation shall be its fiscal agent. All of the records dealing with the finances of the Corporation shall be kept by the Treasurer under his or her supervision. The Treasurer shall give such security as shall be required by the Board of Trustees for the faithful performance of his or her duties.

Article VIII Secretary

Section 8.1. The Board of Trustees shall elect a Secretary from its membership, who shall serve for a term of up to two (2) years and until his or her successor is elected. The Secretary of the Corporation shall keep a current record of the proceedings of all meetings of the Corporation and of the Board of Trustees and shall maintain them in a permanent record book.

Article IX Executive Committee

Section 9.1. The Board of Trustees may delegate to an Executive Committee such of its powers, duties, and obligations as determined by the Board of Trustees from time to time. The Executive

Judith has no vote
in meetings

Committee shall consist of the Chair, Vice-Chair, Treasurer, Secretary and the immediate past Chair, if she or he is a member of the Board. The Head of School employed by the school shall participate, ex officio, in all meetings of the Executive Committee, but shall have no vote. The Executive Committee shall keep a complete record of all its proceedings and make a full report of the same to the Board of Trustees at its Regular Meetings.

Article X Committee on Trustees

Section 10.1 The Committee on Trustees shall consist of the Chair of the Board of Trustees and not less than two (2) or more than four (4) other members of the Board of Trustees, all of whom shall serve for a period of one (1) year upon appointment. The Head of School employed by the school shall participate, ex officio, in all meetings of the Committee on Trustees, but shall have no vote. From those appointed to the Committee on Trustees, the Chair of the Committee shall be appointed by the Chair of the Board of Trustees. At the Board of Trustees' April meeting, the Committee on Trustees shall submit to the Board of Trustees a list of names of proposed individuals to serve as members of the Board of Trustees and a list of names of individuals who have agreed to serve, if elected, as officers of the Corporation. Nothing contained herein shall prevent additional nominations from being made by any member of the Board of Trustees. At the Board of Trustees' May meeting, the Committee on Trustees shall vote to approve the new Board members and officers.

Article XI Elections

Section 11.1. Vacancies on the Board of Trustees occurring by reason of expiration of terms may be filled by election by the Board of Trustees at their May meeting. Individuals elected to the Board of Trustees shall assume the position as a Trustee of the Corporation immediately following the Annual Meeting and shall hold that position for a term of three (3) years. The term of a Trustee shall expire immediately after the Annual Meeting on the third (3rd) anniversary of his or her appointment, unless the Trustee is appointed to a second three-year term. Vacancies in the offices of the Corporation occurring by reason of expiration of terms of office shall also be filled by election by the Board of Trustees at the May meeting of the Trustees; provided, however, (a) the election shall be conducted prior to the installation of the newly elected members of the Board of Trustees, who shall not be entitled to vote but who shall be entitled to hold office, and (b) those members of the Board of Trustees whose terms expire on the date of the Annual Meeting shall be entitled to vote on matters considered by this Article XI, as well as be elected to office. In the event that a Trustee whose term has expired is elected as an officer of the Corporation, his or her election shall be considered prior to the election of new Trustees by the Board at the May meeting.

Article XII Obligations and Documents

Section 12.1. All notes, bonds, deeds, mortgages, and all other documents or obligations of the Corporation shall be signed by any two (2) officers as authorized by the Board of Trustees. The funds of the Corporation shall be deposited in its name in a depository or depositories designated by the Board of Trustees. Checks and drafts shall be signed by such person or persons as shall from time to time be designated by the Board of Trustees.

Article XIII
Head of School

Section 13.1. The Board of Trustees shall be authorized to employ a person to be known as the Head of School to perform such duties as the Board of Trustees may direct. The Head of School shall hold office at the pleasure of the Board of Trustees, shall be formally evaluated by the Board of Trustees on a periodic basis, and shall be subject only to the Board of Trustees.

Section 13.2. The Head of School shall be the administrative head of the school, and shall be charged with the general conduct and control of the operation of the School under the supervision of the Board of Trustees. *Judith runs general conduct & operations*

Section 13.3. The Head of School is to have sole responsibility for employing and discharging teachers and all other members of the staff, deciding on the curriculum and qualifications of students, and administering the school in accordance with its budget.

Section 13.4. All employees shall be under the direction and control of the Head of School, who shall have the discretionary powers sufficient in scope to enable her or him to meet emergencies that may arise between the meetings of the Board of Trustees. She or he may employ extra personnel in any department, reporting the fact to the Board of Trustees at the next meeting. She or he shall have the authority to accept resignations, grant temporary leaves of absence to employees, and suspend or dismiss any employee for conduct detrimental to the school, and such action shall be reported in writing to the Board of Trustees.

Article XIV
Standing Committees

Section 14.1. The Chair shall appoint all standing committees ("Standing Committees"), and the Chair of each Standing Committee, and such other committee ("Other Committee") or ad-hoc committee ("Ad-hoc Committee") as it may from time to time deem necessary or expedient for the purpose of carrying out these By-Laws. The Chair may appoint to these committees individuals, including faculty, who are not currently serving as elected members of the board.

Section 14.2. In making recommendations to the Board of Trustees, each Committee should seek out potential members from the community with the broadest possible skills and interests while maintaining, first and foremost, the mission of the Corporation to foster Scholarship, Integrity, Respect and Responsibility in the student body. *How is ROSS Hostetler both on the board and head of the COVID advisory committee*

Section 14.3. In addition to the Executive Committee and the Committee on Trustees, Standing Committees shall include a Finance Committee, Retirement Plan Committee, Development Committee, Property Committee, Compensation Committee, and an Investment Oversight Committee. Such Committees shall be appointed by the Chair for a period of one year. The Chair of the Finance Committee shall be the Treasurer. Each Committee established by the By-Laws shall have the specific powers delegated herein in addition to those delegated to them from time to time by the Board of Trustees. The Head of School, and such other members of the administration as shall be determined by the Board of Trustees, shall serve as a liaison to all Standing Committees and Other Committees. In addition to the following, committees may further define a more detailed scope of duties in a Statement of Purpose to be retained with the Corporation's records, as amended from time to time upon approval of the Board of Trustees.

Property Committee. The Property Committee shall oversee the Corporation's physical plant and facilities. Specifically, the Property Committee shall: (i) review and make recommendations to the Board of Trustees with prior consultation with the Finance Committee

for (a) all projects requiring approval regarding all maintenance or capital improvements in excess of Ten Thousand (\$10,000.00) to the Corporation's facilities, and (b) all opportunities of the Corporation to acquire new real property; (ii) monitor on-going maintenance projects to the Corporation's facilities; (iii) review and assess all plans to reallocate space within existing Corporation facilities; and (iv) perform any and all other services as requested by the Board of Trustees, from time to time.

Finance Committee. The Finance Committee shall oversee the Corporation's financial operations in accordance with the school's mission and objectives. Specifically, the Finance Committee shall review and approve the Corporation's annual operational budgets as developed by the school's administration and, upon approval, present final operational budgets to the entire Board of Trustees for formal approval. The Finance Committee shall also make long range financial plans for the Corporation, monitor implementation of the budget and the annual financial operations of the school, ensure completion of the annual audit of the Corporation's finances as conducted by an independent accounting firm, and perform any and all services as requested by the Board of Trustees from time to time. The members of the Finance Committee shall also serve on the Retirement Plan Committee.

Retirement Plan Committee. The Retirement Plan Committee shall oversee the Charleston Day School Defined Contribution Retirement Plan ("Savings Plan"). Specifically, the Retirement Plan Committee shall carry out the responsibilities under the Savings Plan and Ensure the Savings Plan is administered in a manner which meets all applicable standards under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and other applicable laws. The Retirement Plan Committee shall be comprised of the members of the Finance Committee plus a member of the Charleston Day School faculty.

Development Committee. The Development Committee shall oversee the Corporation's development program in accordance with the school's mission and objectives. Specifically, the Development Committee shall direct and support the school's short and long-term development objectives, lead and support fundraising efforts (e.g. the annual fund, endowment, capital campaigns, events, etc.), enhance constituent relationships (e.g. corporate, community, board, staff, parent, alumni, friends, etc.), ensure financial accountability and stewardship of donors' dollars, and perform any and all other services as requested by the Board of Trustees from time to time.

Compensation Committee. The Compensation Committee shall determine the Head of School's compensation and shall develop, implement, and administer a formal performance evaluation program for the Head of School on behalf of the Board of Trustees. The Compensation Committee shall perform any and all other services as requested by the Board of Trustees from time to time. The Compensation Committee shall consist of the Chair, Vice-chair, Treasurer and Secretary of the Board of Trustees.

Investment Oversight Committee. The Investment Oversight Committee shall oversee the Corporation's investments. Specifically, the Investment Oversight Committee shall review and analyze the performance of the Corporation's endowment portfolio, report to the Board of Trustees on the performance of the Corporation's investments, make recommendations for changes in the investment manager, and make recommendations for changes to investment policies.

Section 14.5. Other Committees may include, but shall not be limited to, a Strategic Planning Committee and a Marketing Committee.

Section 14.6. Committees shall hold meetings as necessary or desirable for the purposes of transacting such business as may properly come before the committee. The Committee Chair shall keep minutes at all meetings of the Committee and report to the Board of Trustees at its next Regular Meeting or when required.

Section 14.7. Notice of each Committee meeting shall specify the date, place and hour of the meeting and shall be given to each Committee member at least five (5) days before the meeting either personally, by mail, facsimile transmission, or electronic mail. Whenever any notice of a meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 14.8. One or more Committee members may participate in a Committee meeting by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 14.9. A majority of the persons entitled to vote at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be acts of the Committees.

**Article XV
Board Policies**

• Covid policy was not voted upon by board ^{as written}

Section 15.1. From time to time, the Board of Trustees may approve operational policies for the Corporation. Any such policies shall serve as an on-going charge of the Board within the scope of its specific terms, and may be amended or revoked at any time upon a recommendation of the Executive Committee and a majority vote of the Board. All Board policies shall be kept in original form along with the corporate records of the Corporation.

**Article XVI
Removal of Officers**

• Quarantine policy not voted upon by board - if it has, I am unaware

Section 16.1. Any officer or Trustee of the Corporation may at any time be removed by a two-thirds (2/3) vote of the entire membership of the Board of Trustees, at a specially called meeting of the Board of Trustees held after five (5) days prior notice thereof.

**Article XVII
Indemnification**

Section 17.1. Third-Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Corporation), by reason of the fact that he/she is or was a member of the Board of Trustees, Officer, or representative of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe her or his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not in and of itself create a presumption that the person did not act in good faith and in a manner that he/she

reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that her or his conduct was unlawful.

Section 17.2 Derivative and Corporate Actions. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a member of the Board of Trustees, Officer or representative of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of the action if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this section with respect to any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that a court of competent jurisdiction determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses that the court shall deem proper.

Article XVIII By-Laws

Section 18.1 These By-Laws may be repealed, added to, or altered or amended in any manner not inconsistent with law, at any Regular Meeting called or Special Meeting of the Board of Trustees, by a vote of two-thirds (2/3) of the entire membership of the Board of Trustees. These By-Laws shall be readily available to the Board of Trustees, shall be provided to newly appointed members of the Board of Trustees in conjunction with the orientation process for new members, and shall be reviewed at appropriate intervals by the Board of Trustees to consider and assess any revisions to the By-Laws that may be warranted from time to time.

Article XIX Antidiscrimination Provision

Section 19.1 It is the policy of Charleston Day School, Inc. not to discriminate on the basis of race, color, religion, national origin, ethnic origin, physical handicap, sexual orientation, or gender expression in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

Article XX Endowment Fund

Section 20.1. The Board of Trustees shall be authorized to establish an endowment fund for the Corporation. The fund shall be designated as the Charleston Day School, Inc. Endowment Fund, administered by the Board of Trustees, and shall be used solely for the furthering of academic excellence at the Corporation; provided, however, that no part of the endowment fund of the Corporation shall at any time be used or pledged for the current expenses of the Corporation, except upon recommendation of the Head of School and the Executive Committee and by prior specific appropriation by the Board of Trustees of funds not restricted by the grant or thereof.

Article XXI General Provisions

Section 21.1. Notices to the Board of Trustees, Officers, and Committee members may be given personally, by mail, facsimile transmission, or electronic mail. Notice by mail shall be deemed to be given at the time deposited in the Post Office, in a post-paid sealed wrapper, and addressed to

members of the Board of Trustees and/or Officers at their addresses appearing on the records of the Corporation. Whenever a notice is required to be given by any statute, the Certificate of Incorporation or these By- Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to such notice.

Section 21.2. The fiscal year of the Corporation shall end on June 30.

Section 21.3 The use of any gender herein shall be deemed to be or include the other genders and the use of the singular herein shall be deemed to be or include the plural (and vice versa), wherever appropriate.

Section 21.4. In the event of a dispute or disagreement on matters being considered by the Board of Trustees, issues of procedure shall be determined by Robert's Rules of Order, unless specifically addressed otherwise in these By-Laws. Failure to strictly adhere to Robert's Rules of Order, however, shall not nullify the validity of actions taken by the Board of Trustees.

Article XXII
Dissolution

Section 22.1 If for any reason it becomes necessary to dissolve this Corporation: (a) assets held by it in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust; (b) the remaining assets not held in trust shall be applied so far as is feasible towards carrying out the purposes stated in these By-Laws and in the Charter of the Corporation; (c) in the event and to the extent that, in the judgment of the Board of Trustees, it is not feasible to apply the assets as provided in the above clauses (a) and (b), the assets shall be applied to and for the use of such charities qualifying for tax exemption under the Internal Revenue laws of the United States as may be directed by the Court of Common Pleas of the county in this State in which the principal office of the Corporation is located in an action brought for that purpose by the Corporation or by the Board of Trustees, to which action the Attorney General of the State shall be a party.

Date: June 4, 2019

I'm really frustrated by the lack of response. I've been trying to help and am still doing so.

Feb 2nd
Emmie
answred
Feb. 3rd

People are concerned you have pushed re-enrollment back for personal reasons. I hope that's not the case.

Yesterday 3:58 PM

Feb. 4th

Your refusal to speak with me is unbelievable. You're shirking your responsibility. I still have not heard directly from you why you think it is necessary to kick my kids out of school. We are adults.

Today 11:08 AM

Feb 5th

If y'all are still planning to not re-new my kids' contracts, please add in your notice email to the board that I will also be moving to have you removed as Chair and returned to general board status. Thanks.

Feb. 5th

It has become increasingly evident to me that this is retaliation for my asking about the PPP loans and for the meeting minutes going back to the beginning of the pandemic. As I told Jamie, this is a salvageable situation. Happy to discuss over the phone or in person like adults.

text: From: Matt Austin
to: Emmie Hersh

2/3/22, 1:05 PM

AT&T Yahoo Mail - RE: Hey

RE: Hey

From: Matt Austin (matt.austin@nelsonmullins.com)
 To: eghershey@att.net
 Date: Thursday, February 3, 2022, 11:25 AM EST

What is unusual about the request? I'm a member of the board. I've confirmed with Cherie that there is no basis for denying members access to meeting minutes. It's not part of the Chair's duties to say who does/doesn't have access to them. Nor does that fall within the executive committee's authority. I wouldn't have to ask for them if you hadn't decided to take them down from the website.

From: Emmie Hershey <eghershey@att.net>
Sent: Thursday, February 3, 2022 8:15 AM
To: Matt Austin <matt.austin@nelsonmullins.com>
Subject: Hey

◀External Email▶ - From: eghershey@att.net

Matt,

Hey. I have been tied up on a project.. [REDACTED] let me know that you have requested minutes back to January 2020. This is a very unusual request, so I need to find out what the correct protocol is. Will be back in touch.

Also, per your text yesterday afternoon, I believe information on re-enrollment will be sent out in the Communicator tomorrow. Financial assistance awards, contract review, etc. have taken a bit longer than expected, and I know Judith is planning on sending out tuition letter early next week.

Thanks,

Emmie

Emmie Gaillard Hershey
 77 Montagu Street
 Charleston, SC 29401
 843-834-8327

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From: [REDACTED]
Subject: Fwd: LMS BOT Group Access
Date: January 28, 2022 at 9:07 AM
To: Emmie Hershey eghershey@att.net



Sent from my iPhone

Begin forwarded message:

From: Matt Austin <matt.austin@nelsonmullins.com>
Date: January 28, 2022 at 8:55:33 AM EST
To: [REDACTED]
Subject: Re: LMS BOT Group Access

Good morning.
Just following up about this. Sorry you've become the middleman
Thanks,
Matt

Sent from my iPhone

On Jan 26, 2022, at 1:54 PM, Matt Austin <matt.austin@nelsonmullins.com> wrote.

Hey [REDACTED]

Emmie got in touch with me and said I could ask you for specific materials. If you could please send me the meeting minutes and associated documents from all of the board meetings and special meetings going back to January 2020, I'd appreciate it. I recognize that might be difficult to send all of that as attachments to emails, so let me know if you want me to send a Dropbox link. Thanks and feel free to give me a shout on my cell if you have any questions.

Thanks,
Matt

From: [REDACTED]

Sent: Monday, January 24, 2022 9:18 AM
To: Matt Austin <matt.austin@nelsonmullins.com>
Subject: Re: LMS BOT Group Access

Hi Matt,

My apologies! Judith informed me back in December that Emmie was reaching out to the board regarding the portal. I am so sorry that you did not hear anything from her yet. I believe she plans to reach out to you soon.

Please let me know if I can help with anything else.

[REDACTED]
On Mon, Jan 24, 2022 at 8:51 AM Matt Austin <matt.austin@nelsonmullins.com> wrote:

Hey [REDACTED]

I hope you had a great weekend. Just following up on this.
Thanks,
Matt

From: Matt Austin
Sent: Monday, December 20, 2021 3:08 PM

Subject: LMS BOT Group Access

Hey [REDACTED]
I just tried to access the BOT group page through LMS and it's no longer listed in my "Groups." Can you point me in the right direction? I had access to it about an hour ago.

Thanks,
Matt



MATT AUSTIN OF COUNSEL
matt.austin@nelsonmullins.com
LIBERTY CENTER | SUITE 600
151 MEETING STREET | CHARLESTON, SC 29401
T 843.534.4301 F 843.722.8700
NELSONMULLINS.COM [VCARD](#) [VIEW BIO](#)

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--
<image005.jpg> [REDACTED]

Executive Assistant to the Head of School, School Registrar, Event Coordinator
Charleston Day School
843-300-3105 • www.charlestondayschool.org
15 Archdale Street, Charleston, SC 29401
Scholarship | Integrity | Respect | Responsibility
[<image006.jpg>](#)
[<image007.jpg>](#)
[<image008.jpg>](#)

2/3/22, 1:08 PM

AT&T Yahoo Mail - Re: CDS Board of Trustees Portal

Re: CDS Board of Trustees Portal**From:** Matt Austin (matt.austin@nelsonmullins.com)**To:** eghershey@att.net**Date:** Monday, January 24, 2022, 07:32 PM EST

Ok, thanks. I don't remember what was posted beyond the bi-laws and NAIS guidance. What else was on there?

Sent from my iPhone

> On Jan 24, 2022, at 11:16 AM, Emmie Hershey <eghershey@att.net> wrote:
>
>
> **◀External Email▶ - From: eghershey@att.net**
>
>
> Matt,
>
> Hey. [REDACTED] forwarded me your question about accessing the CDS Board of Trustees group portal on the LMS.
Access to it was taken down for all Trustees in late December due to the confidentiality issues. Please contact
[REDACTED] if there is something she can provide for you.
>
> Thanks,
> Emmie
>
> Emmie Gaillard Hershey
> 77 Montagu Street
> Charleston, SC 29401
> 843-834-8327

>
>
>
>

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From: [REDACTED]
Subject: wa: LMS BOT Group Access
Date: December 20, 2021 at 7:05 PM
To: Emm e Hershey eghershey@att.net

Beg n forwarded message:

From: Matt Austin <matt.austin@nelsonmullins.com>
Date: December 20, 2021 at 3:07:37 PM EST
To: [REDACTED]
Subject: LMS BOT Group Access

Hey [REDACTED]
I just tried to access the BOT group page through LMS and it's no longer listed in my "Groups." Can you point me in the right direction? I had access to it about an hour ago.
Thanks,
Matt



MATT AUSTIN OF COUNSEL
matt.austin@nelsonmullins.com
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Mon, Dec 6, 9:38 PM

I'm a little confused about the January 4 date. Chs County gave everyone 5 days to get vaccinated and it seemed to be enough for nearly 50,000 students

Can you help me understand that? My dad has an MD from Duke with a PhD in viral immuno pathology. [REDACTED] was a colleague and he was an expert for [REDACTED] dads. He also won the Legion of Merit medal when he was with the NAVY (highest peacetime medal) for his research with the NIH related to childhood diabetes. My stepbrother is also a NICU CRNA. Both say that it's not necessary to impose a delay like this for a mask optional policy.

Please send me a response tonight, as I'm getting bombarded about this timing issue specifically.

Hey. The thought is to give those families who would like for their child to be vaccinated time to make a plan and get their child vaccinated if they have not already done so. It takes 5 weeks to be fully vaccinated. The 1st day children age 5-11 could have been vaccinated was Nov 3rd. Happy to chat some more if needed. Thanks.

My understanding is that Chs county went to mask optional on Nov 10th or 11th and have had no issues. That doesn't seem to jive with your timeline

I'm not being argumentative btw. Just ubering to meet my family

Simply, we want to allow enough time for the children age 5-11 time to be fully vaccinated and give families a heads up in order for them to make a plan, if they need it. Please feel free to ask the question tomorrow at the meeting.

I hate to tell you this but I think this could permanently change your relationship with Fra and likely the rest of the likeminded parents. I understand your thinking but the fact that Chs County successfully went mask optional for nearly

December 6th

text:

From: Matt Austin
to: Emmie Husley

50,000 students in less time is going to be a tough fact to overcome. I hate you're dealing with this as the Chair and want to be as supportive as I can.

Ok. Thanks for the heads up. I appreciate it.

Makes it obvious she's cutting and pasting. Not a big deal and feel free not to share.

Ok. Thanks.

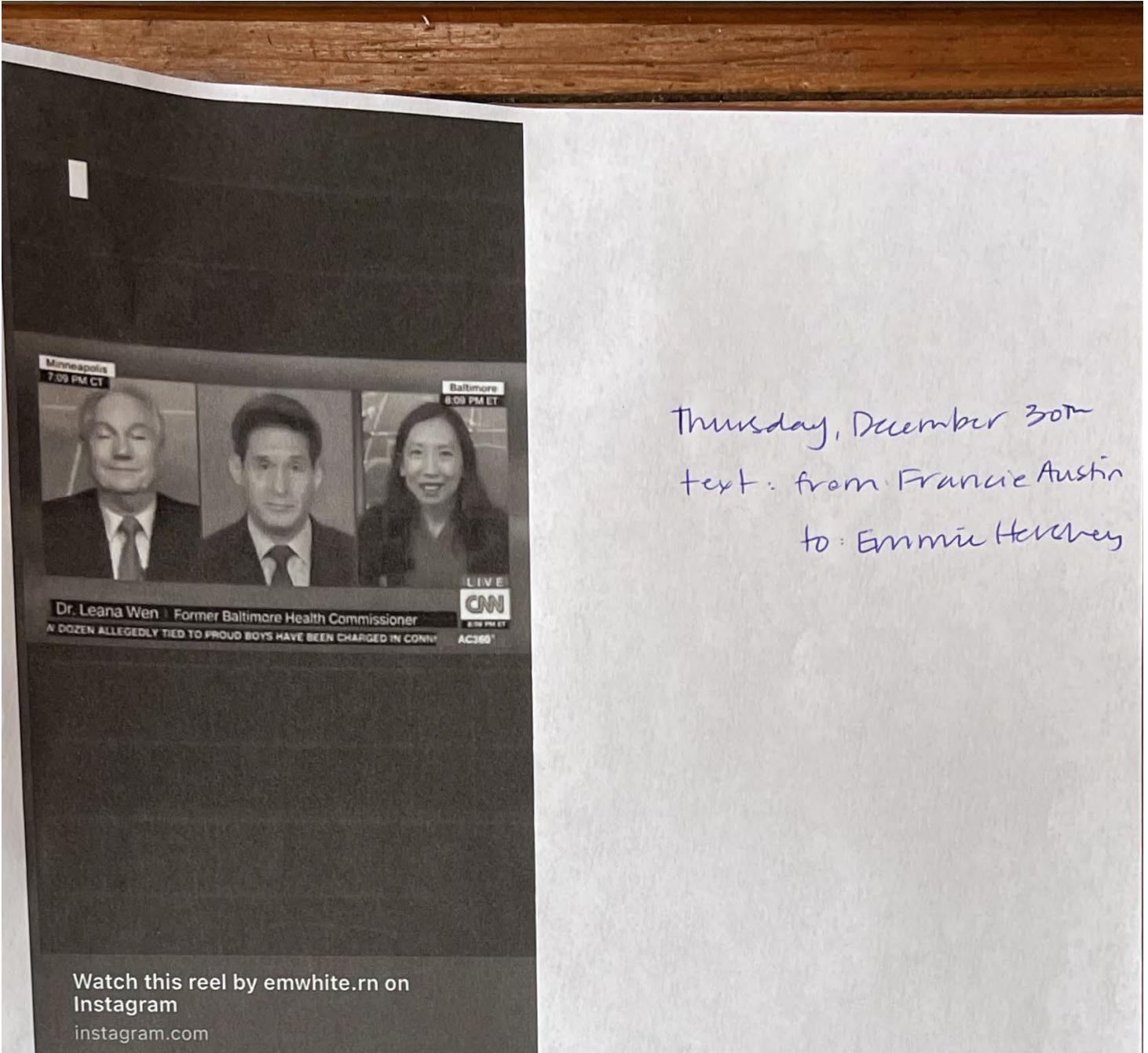
Delivered

Yesterday 4:55 PM

I'm really frustrated by the lack of response. I've been trying to help and am still doing so.

People are concerned you have pushed re-enrollment back for personal reasons. I hope that's not the case.

February 2nd
text:
From: Matt Austin
to: Emmae Haudrey



Watch this reel by emwhite.rn on
Instagram
[instagram.com](https://www.instagram.com/emwhite.rn/)

I shouldn't day drink and text

I sent that to emmie 😊

Meant that clearly for someone else

Wed, Jan 19, 11:20 AM



10:20



Done

Photo

Francie >

A group of parents are trying to get support for a parent survey at CDS regarding leadership - do you think yall would support a request to the Board of Trustees to conduct an anonymous not Covid related survey? Similar to the one mason prep conducted. Matt's on the board and has tried to suggest but to no avail. This will be generally about the sense of community, traditions and leadership at CDS. This is the absolute worst time to text I know so we can touch base tomorrow if you want. I love CDS so much and I know you do too. ❤

text received
Tuesday,
January 25th



iMessage





This is exactly what [REDACTED] had

Wed, January 19th
text from Frankie Austin
to Emmie Hirshey

Emmie-

If I knew who was making the mask decision, I would direct my concerns to that person or group, but I don't know because y'all refuse to answer a procedural question.

Parents are fighting for their children and no one feels heard. This is not the CDS I know and love.

Someone will eventually have to take responsibility for this horrible management. It's time to decide if it's going to be you, judith, the Covid board, the entire board, etc. But everyone on the outside is watching the school implode.

Please understand that I am coming from a place of desperation. [REDACTED] cried this morning because he doesn't like school anymore. Y'all have to change before it's too late.

Please conduct a survey or have a special board meeting. Give the parents, teachers and staff some glimmer of hope that CDS is getting back on track.



Emmie- [REDACTED] cannot wear a mask and those who are well that you worry so much about have the luxury to wear a mask. Your rationale makes no sense and protects those who are well. You claim science yet you have no medical degree. MUSC advised Charleston County with nearly 50,000 students yet you think you're Covid board and or yourself somehow are better than MUSCs advice and their SUCCESSFUL guidance to the local public schools - I am not scared to protect my child and you should make sure that your Covid board takes the blame.

I am beyond disappointed

December 6th

text:

From: Francie Austin
to: ~~RE~~ Emmie Hershey



REDACTED

Thu, Dec 2, 7:05 PM

Emmie - I appreciate the call but am really upset about [REDACTED] health condition. I will be requesting zoom until masks are no longer required. If the school is unable to accommodate, we will be moving him to St. Andrews math and Science. I have an appointment to tour the school Monday. I understand that opinions differ, but I have to do what I believe is best for my child and I know you feel the same there.

December 2nd

text: From: Francis Austin

to: Emmie Hachers

Hey. I can certainly understand your position. Please know the Board is meeting next week and more information will be known once the Board meets. Also, please know your concerns will be shared with the Board. Please reach out to [REDACTED] as division head for [REDACTED] to discuss any options for him. I hope he gets better soon. Thanks.

Thank you. I will contact [REDACTED]



Delivered

Mon, Dec 6, 10:47 PM

Emmie- [REDACTED] cannot wear a mask and those who are well that you worry so much about have the luxury to wear a mask. Your rationale makes no sense and protects those who are well.

You claim science yet you have no medical degree. MUSC advised Charleston County with nearly 50,000 students yet you think you're Covid board and or yourself somehow are better than MUSC's advice and their SUCCESSFUL guidance to the local public schools - I am not scared to protect my child and you should make sure that your Covid board takes the blame.

I am beyond disappointed

Thu, Dec 30, 5:01 PM

[REDACTED]

November 10th

text: From: Francie Austin
To: Eimrie Hesley

Wed, Nov 10, 10:51 AM

Hey!! I didn't have time to go this morning mainly because I have to take off this afternoon for the Lion King 😊

I'm sorry! I do think the board/CDS is showing signs of changing as the times change - ie lower transmission and vax availability- hopefully that message was relayed! See you this afternoon :) 😊 🙏

No worries at all. Thanks for trying to get that message out there!! Would love to know if you hear anything that may have come out of the meeting this morning....I will see you this afternoon at the Lion King. Thank you!

O

November 5th
text: from Francie Austin
to: Emmie Hershey
[REDACTED]

Francie Austin

Also, as board members, just curious if anyone has suggested anonymous parent survey on mask/Covid

O

handling? My thought is that parents may appreciate the opportunity to privately voice their opinion since it's so controversial

FA

Just an idea

Francie-Hey. Thanks for your suggestion. Just left you a voice mail. Happy to chat further, if needed, later today or Monday. Thanks!!

O

From: Francie Austin francieaustin@gmail.com
Subject: Re: CDS Weathered the Storm!
Date: December 18, 2021 at 1:41 PM
To: Emmie Hershey eghershey@att.net, Judith Foley Arnstein judith.arnstein@charlestonday.org



I guess rules don't apply to the ones who make them. But please make sure that the ones who can be controlled are controlled.

On Thu, Dec 16, 2021 at 2:52 PM Francie Austin <francieaustin@gmail.com> wrote:

I've said my peace and y'all do whatever you see fit. It's really taking up too much of all my time. I am sincerely worried about the state of the school moving forward. I have spoken with so many families and teachers that are very disappointed. I pray the leadership starts listing to our community and y'all can get us back on track. The rumor around the Mason Prep firing (again the rumor) is that their middle school was going to collapse if the leadership wasn't changed. I pray that leadership doesn't change and we keep all the families and teachers we love.

Again, if you really do believe I am part of the "vocal minority" then conduct a survey. We would then have our answer.
Francie

On Thu, Dec 16, 2021 at 12:48 PM Francie Austin <francieaustin@gmail.com> wrote:

Emmie - I have read all the bylaws, policies and procedures, etc at least three times. Here are my issues:

1. The board voted the policy would be mask optional. Anything to the contrary or in addition would have to be in the Motion to Approve. I know the Covid committee motion was not adopted because that recommendation was for Jan 4.

If the requirements are not in that motion, it is irrelevant what was discussed prior to the motion or what the Covid advisory committee recommended. As you know the Covid advisory committee has no actual authority. These procedural requirements are all in the bylaws and mirror, for the most part, the parliamentary processes set out in Robert's Rules of Order.

2. COVID (as I understand it) is a blood borne pathogen - under the risk management policy of NAIS - this written policy must be approved by the board. Meaning the board must have the final say. This is not an operational policy according to our accreditation handbook. This policy specifically cannot be written by the executive committee or the head of school.

3. Charleston Day as incorporated as an education institution - no such medical authority exists whatsoever. If CDS was incorporated in that capacity, there would be oversight. We know CDS lacks authority to mandate vaccines. It's because SCDHEC handles these issues for schools both private and public. A certified health state agency.

4. CDS' strategic plan number 5 directly contradicts everything you are doing as well as the COVID policy we signed in August. Transparency and Communications are abysmal.

5. Again, the possibly discussed requirements by the board do not hold weight unless 1. They were in the motion or 2. The authority to add such requirements were delegated to you, Judith and Ross. If such authority was delegated, because it's a major policy, it would then have to go back to the Board of Trustees for approval prior to it becoming effective.

I stand firmly by what I said to Judith. This is a corporation that must follow its own rules regardless of personal opinions.

Francie

On Thu, Dec 16, 2021 at 12:48 PM Francie Austin <francieaustin@gmail.com> wrote:

From: Francie Austin francieaustin@gmail.com
Subject: Lauren
Date: January 6, 2022 at 7:50 PM
To: Emmie Hershey eghershey@att.net, Judith Foley Arnstein judith.arnstein@charlestonday.org



I love [REDACTED] to pieces. Do not use her for your own agendas. She surpassed the level of a dear friend to me long ago. Do not use her. I will not stand for that. Follow your own rules.

If I've been wrong in any of this, you would have told me. That's the problem. I'm not wrong.

You both need to start following the rules. I'm beyond over babysitting you.

--

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certain situations in order to protect the health and safety of our students and faculty. The new mask optional protocol includes a requirement that masks be worn in certain instances, such as for large gatherings, including Assembly, situations where cohorts (grade levels) mix, as directed by close contact/quarantine protocols and other situations in which the School deems masks necessary in order to protect the health and safety of the students and faculty. A detailed letter from Board Chair, Emmie Hershey, describes the mask optional policy and the reasoning behind the decision to implement it. We expect our students and faculty to abide by the new policy and to wear masks on those occasions described above. Any individual who wishes to request an exemption based on a medical condition should provide appropriate documentation to Nurse [REDACTED]. The School reserves the right to set protocols or further modify the policy as we determine necessary for the health and safety of our students and faculty.

Sincerely,

Judith

On Thu, Dec 9, 2021 at 2:39 PM Francie Austin <francieaustin@gmail.com> wrote:

Dear all,

Matt and I appreciate all the efforts by the school during the COVID-19 pandemic, and we are hopeful that things will get entirely back to normal soon. It took extraordinary work on your behalf to pull off all that you managed during such unprecedented times. We are very thankful to all of you.

As we all are aware, The Board of Trustees, vested with the direction and control of Charleston Day School, voted for a "Mask Optional" policy beginning this Monday, and my husband and I plan to exercise this option in full. Any mask requirements would need board's approval seeing as the direction of "optional" is not only inconsistent but in direct contradiction with any mask requirement. If you see otherwise, please put your concerns to us in writing. Otherwise, we will plan to follow the board's decision.

I have copied our children's teachers so they are fully aware of our decision as well.

Thank you,
Francie and Matt Austin

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Judith Foley Arnstein

Head of School / Charleston Day School

843-300-3106 • www.charlestondayschool.org

15 Archdale Street, Charleston, SC 29401

Scholarship | Integrity | Respect | Responsibility



On Thu, Dec 16, 2021 at 12:27 PM Emmie Hershey <emmhershey@gmail.com> wrote.

Francie,

Judith has forwarded your emails to me since they pertain to the decision of the Board of Trustees related to the updated Covid protocols. I have let Judith know I would be responding to your emails but have not copied her here as this is a decision made by the Board of Trustees and not by the Head of School.

The Covid Advisory committee makes recommendations to the Board of Trustees which the Board then discusses and votes. In this instance, the Board of Trustees voted masks would be optional for students, faculty and staff effective December 13, 2021 based on a recommendation from the Covid Advisory committee recognizing there would be some instances that still require masks such as large gatherings, assemblies, mixing of cohorts, and as directed by close contact/quarantine protocols. These protocols along with requiring all visitors to wear masks have not changed from the previous protocols put in place. Please find attached the school protocols that were sent out to CDS families regarding the mask optional policy last week. Once the Board approves the policy, Judith has the authority by which to make decisions and operate the school. The Head of School is authorized and expected to perform such duties as the Board of Trustees directs.

Sincerely,
Emmie

Chair, CDS Board of Trustees
2021-2022

Emmie Gaillard Hershey
77 Montagu Street
Charleston, SC 29401
843-834-8327

----- Forwarded message -----

From: Francie Austin <francieaustin@gmail.com>

Date: Wed, Dec 15, 2021 at 1:28 PM

Subject: Re: CDS Weathered the Storm!

To: Judith Foley Arnstein <judith.arnstein@charlestonday.org>, Matt Austin <matt.austin@nelsonmullins.com> ←

Judith-

Matt and I are confused as to who specifically - a person or a committee - made the mask requirements. Someone chose "all visitors are required to wear masks."

This is a process question. Someone took action on behalf of the corporation and the question is - did that person or persons/committee have such legal authority?

I expect this can be answered immediately as I am sure, as head of our school, you would not attempt to implement policy without ensuring you are acting at the Board of Trustees direction, right? You would do enough due diligence prior before implementing any policy one would assume.

This is a matter of high concern to us
Francie

On Wed, Dec 15, 2021 at 10:56 AM Francie Austin <francieaustin@gmail.com> wrote

Dear Judith, please send me a copy of this Covid policy approved by the board. If that document does not exist, please

send me the Motion the board voted upon to allow masks be optional.

Do not call me in response. My husband and I expect written documentation.

In the meantime, we stand firmly by our initial email that we will follow the Boards direction of mask optional

Francie

On Wed, Dec 15, 2021 at 10:01 AM Judith Foley Arnstein <judith.arnstein@charlestonday.org> wrote:

Hi Francie and Matt,

Thanks so much for your email. I concur with you in thanking our extraordinary faculty and staff for all that they have done to support our students during these unprecedented times, and am hopeful that things will return to more normal conditions in the not-too-distant future. As you are aware, Charleston Day School issued a revised protocol regarding masks that went into effect December 13, 2021. This mask optional component of the COVID-19 protocols was approved by the Board, which recognized the need to require masks in

From: Francie Austin francieaustin@gmail.com
Subject: Re: [REDACTED] return to school - [REDACTED] next week
Date: January 6, 2022 at 5:32 PM
To: Judith Foley Arnstein judith.arnstein@charlestonday.org
Cc: Emmie Hershey eghershey@att.net

Furthermore, exemptions imply that you, as a corporation or head of school, have authority to mandate masks over my children's faces. Is that the case? Do you have the legal authority to mandate a mask be placed on my children's faces? If so, please explain such authority. These are MY children and you do not have medical authority over them. I do.

On Thu, Jan 6, 2022 at 5:04 PM Francie Austin <francieaustin@gmail.com> wrote:
I advise you seek legal council if you are unsure of your authority.

On Thu, Jan 6, 2022 at 5:02 PM Francie Austin <francieaustin@gmail.com> wrote:
1. Sc DHEC has not been adopted by the board and is inconsistent with the mask optional policy. CDS as you is a private corporation. You cannot expect that we abide by DHEC recommendations when our school board voted and adopted policies in contrast to DHEC.
2. My boys will return on Monday after being voluntarily Covid tested a second time without masks.

That's the end of it.

On Thu, Jan 6, 2022 at 4:55 PM Judith Foley Arnstein <judith.arnstein@charlestonday.org> wrote:
Hi Francie,

Thanks for your email. I know that all of the guidance and requirements surrounding quarantine and isolation can be confusing. SCDHEC sets the quarantine, close contact and isolation protocols (the Board does not) and requires that students who are close contacts adhere to their quarantine protocols, which may be found on page 30 of [this SCDHEC document](#). Please note that the 5-day and 7-day options indicate that a student must wear a mask through day 10. If you would like to have the children return to school without masks, then the 10-day option would accommodate that, with a return date of January 13. We expect our students and families to abide by these SCDHEC requirements. Any individual who wishes to request an exemption based on a medical condition should provide appropriate documentation to Nurse [REDACTED]. Should you have questions regarding the SCDHEC requirements, please contact them directly.

Warmly,

Judith

On Thu, Jan 6, 2022 at 1:31 PM Francie Austin <francieaustin@gmail.com> wrote:
Dear Judith,

[REDACTED] will be returning to school Monday unmasked as this is my option. I will voluntarily Covid test them on Friday before their return although you have no such authority to require me to do so.

I do not want a call or email from anyone else as you are the head of school. The chair does not need to respond as she has no authority to make any such decisions.

I have known [REDACTED] for many years and love her dearly. Do not use her as the scape goat when you employ her and are her boss. She does not make these decisions.

I expect everyone know that my boys will not be masked Monday nor will [REDACTED]. Enough is enough. If you have a problem with this, you need to respond in writing.

I will continue to ask you all to follow the board's direction, but if you choose otherwise, that's not something I will support.

Francie

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